

Western Gas Partners LP
Form 8-K
June 10, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): June 10, 2016

WESTERN GAS PARTNERS, LP
(Exact name of registrant as specified in its charter)

Delaware 001-34046 26-1075808
(State or other jurisdiction of (Commission (IRS Employer
incorporation or organization) File Number) Identification No.)
1201 Lake Robbins Drive
The Woodlands, Texas 77380-1046
(Address of principal executive offices) (Zip Code)
(832) 636-6000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01 Other Events.

On March 16, 2016, Western Gas Partners, LP (the “Partnership”) filed a Current Report on Form 8-K (the “Initial Report”) regarding, among other things, the closing of its acquisition on March 14, 2016, of a 100% interest in Springfield Pipeline LLC (“Springfield”) from Anadarko Petroleum Corporation (“Anadarko”). The \$750.0 million in consideration paid by the Partnership consisted of \$712.5 million in cash and 1,253,761 common units of the Partnership. Springfield owns a 50.1% interest in an oil gathering system and a gas gathering system.

On May 26, 2016, the Partnership filed a Current Report on Form 8-K/A (the “Amendment”) amending and supplementing the Initial Report to include the audited financial statements of Springfield, the unaudited pro forma financial statements of the Partnership required by Items 9.01(a) and 9.01(b) of Form 8-K and certain exhibits under Item 9.01(d) of Form 8-K. No other modifications to the Initial Report were made by the Amendment.

Due to Anadarko’s control of the Partnership through its ownership and control of Western Gas Equity Partners, LP, a Delaware master limited partnership formed by Anadarko in September 2012 to own the Partnership’s general partner, as well as a significant limited partner interest in the Partnership, the acquisition of Springfield is considered a transfer of net assets between entities under common control. As such, the Partnership is required to recast its financial statements to include the activities of Springfield as of the date of common control. Exhibits 12.1, 99.1, 99.2, and 99.3 included in this Current Report on Form 8-K give retroactive effect to the acquisition of Springfield as if the Partnership owned Springfield for all periods presented.

The Partnership’s Form 10-K for the year ended December 31, 2015 (the “2015 Form 10-K”), as filed with the U.S. Securities and Exchange Commission on February 25, 2016, is hereby recast by this Current Report on Form 8-K as follows:

• the Computation of Ratio of Earnings to Fixed Charges of the Partnership included herein on Exhibit 12.1 supersedes Exhibit 12.1 filed under Part IV, Item 15 of the 2015 Form 10-K;

• the Selected Financial and Operating Data of the Partnership included herein on Exhibit 99.1 supersedes Part II, Item 6 of the 2015 Form 10-K;

• the Management’s Discussion and Analysis of Financial Condition and Results of Operations of the Partnership included herein on Exhibit 99.2 supersedes Part II, Item 7 of the 2015 Form 10-K; and

• the Financial Statements and Supplementary Data of the Partnership included herein on Exhibit 99.3 supersedes Part II, Item 8 of the 2015 Form 10-K, except for the Report of Management, Management’s Assessment of Internal Control over Financial Reporting and the Report of Independent Registered Public Accounting Firm with regard to internal control over financial reporting, included at pages 113, 114 and 115 of the 2015 Form 10-K, respectively, which are not impacted by this Current Report on Form 8-K.

There have been no revisions or updates to any other sections of the 2015 Form 10-K other than the revisions noted above. This Current Report on Form 8-K does not reflect events occurring after the filing of the 2015 Form 10-K or modify or update any related disclosures. This Current Report on Form 8-K should be read in conjunction with the 2015 Form 10-K, and any references herein to Items 6, 7 and 8 under Part II of the 2015 Form 10-K refer to Exhibits 99.1, 99.2, and 99.3, respectively. As of the date of this Current Report on Form 8-K, future references to the Partnership’s historical financial statements should be made to this Current Report as well as future quarterly and annual reports on Forms 10-Q and Form 10-K, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 12.1* Computation of Ratio of Earnings to Fixed Charges.
- 23.1* Consent of KPMG LLP.
- 99.1* Selected Financial and Operating Data.
- 99.2* Management's Discussion and Analysis of Financial Condition and Results of Operations.
- 99.3* Financial Statements and Supplementary Data.
- 101.INS* XBRL Instance Document.
- 101.SCH* XBRL Schema Document.
- 101.CAL* XBRL Calculation Linkbase Document.
- 101.LAB* XBRL Label Linkbase Document.
- 101.PRE* XBRL Presentation Linkbase Document.
- 101.DEF* XBRL Definition Linkbase Document.

*Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTERN GAS
PARTNERS, LP

By: Western
Gas
Holdings,
LLC, its
general
partner

Dated: June 10, 2016 By: /s/
Benjamin
M. Fink
Benjamin
M. Fink
Senior
Vice
President,
Chief
Financial
Officer
and
Treasurer

EXHIBIT INDEX

| Exhibit Number | Exhibit Title |
|----------------|--|
| 12.1* | Computation of Ratio of Earnings to Fixed Charges. |
| 23.1* | Consent of KPMG LLP. |
| 99.1* | Selected Financial and Operating Data. |
| 99.2* | Management's Discussion and Analysis of Financial Condition and Results of Operations. |
| 99.3* | Financial Statements and Supplementary Data. |
| 101.INS* | XBRL Instance Document. |
| 101.SCH* | XBRL Schema Document. |
| 101.CAL* | XBRL Calculation Linkbase Document. |
| 101.LAB* | XBRL Label Linkbase Document. |
| 101.PRE* | XBRL Presentation Linkbase Document. |
| 101.DEF* | XBRL Definition Linkbase Document. |

*Filed herewith