

ATLAS PIPELINE PARTNERS LP  
Form 8-K  
June 23, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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 23, 2008

**Atlas Pipeline Partners, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

**1-14998**  
(Commission File Number)

**23-3011077**  
(IRS Employer

of incorporation)

Identification No.)

**Westpointe Corporate Center One, 1550 Coraopolis Heights Road,**

**Moon Township, PA**  
(Address of principal executive offices)

**15108**  
(Zip Code)

Registrant's telephone number, including area code: 412-262-2830

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ 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 7.01. Regulation FD Disclosure.**

On June 23, 2008, Atlas Pipeline Partners, L.P. (the "APL") announced that it intends to offer \$300 million of senior unsecured notes in a private placement, subject to market conditions. A copy of the press release announcing the private offering is attached as Exhibit 99.1.

APL has previously provided guidance with respect to anticipated distributable cash flow per limited partner unit for the second half of 2008 after coverage of 1.3x of \$2.00 to \$2.20 per unit. Based on the midpoint of this range, APL anticipates it will generate adjusted EBITDA of approximately \$401 million for the second half of 2008.

*Certain matters discussed herein are forward-looking statements. Although APL believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. Factors that could cause actual results to differ materially from expectations include financial performance, inability of APL to successfully integrate the operations at the acquired systems, regulatory changes, changes in local or national economic conditions, changes in commodity prices and other risks detailed from time to time in APL's reports filed with the SEC, including quarterly reports on Form 10-Q, reports on Form 8-K and annual reports on Form 10-K.*

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release.

**SIGNATURES**

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 thereunto duly authorized.

Dated: June 23, 2008

ATLAS PIPELINE PARTNERS, L.P.

By: Atlas Pipeline Partners GP, LLC, its general partner

By: /s/ Matthew A. Jones  
Chief Financial Officer