

Edgar Filing: KINDER MORGAN INC - Form S-3/A

KINDER MORGAN INC  
Form S-3/A  
May 14, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 14, 2001  
REGISTRATION NO. 333-55868  
REGISTRATION NO. 333-55866  
REGISTRATION NO. 333-55866

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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AMENDMENT NO. 7  
TO

FORM S-1

FORM S-3

KINDER MORGAN MANAGEMENT, LLC  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN  
CHARTER)

KINDER MORGAN, INC.  
KINDER MORGAN ENERGY PARTNERS, L.P.  
(EXACT NAME OF REGISTRANT AS  
SPECIFIED IN CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

KANSAS  
DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

76-0669886  
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

48-0290000  
76-0380342  
(I.R.S. EMPLOYER IDENTIFICATION  
NUMBER)

4610  
(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION  
CODE NUMBER)

4923  
4610  
(PRIMARY STANDARD INDUSTRIAL  
CLASSIFICATION CODE NUMBER)

ONE ALLEN CENTER, SUITE 1000  
500 DALLAS STREET  
HOUSTON, TEXAS 77002  
(713) 369-9000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF EACH REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JOSEPH LISTENGART  
ONE ALLEN CENTER, SUITE 1000  
500 DALLAS STREET  
HOUSTON, TEXAS 77002  
(713) 369-9000  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)  
-----

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Please send copies of communications to:

GARY W. ORLOFF  
 BRACEWELL & PATTERSON, L.L.P.  
 711 LOUISIANA STREET, SUITE 2900  
 HOUSTON, TX 77002-2781  
 (713) 221-1306  
 (713) 221-2166 (FAX)

MIKE ROSENWASSER  
 VINSON & ELKINS L.L.P.  
 666 FIFTH AVENUE  
 NEW YORK, NY 10103  
 (917) 206-8000  
 (917) 206-8100 (FAX)

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 APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this registration statement becomes effective.  
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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT
14,490,000 Shares representing limited liability company interests(2).....		
10,000,000 Shares representing limited liability company interests that may be issued in the future as distribution(2).....		
14,490,000 i-units(3) (4).....		
14,490,000 Exchange Feature(5).....	\$922,622,000	
14,490,000 Purchase Obligation(5).....		
14,490,000 Common Units(3).....		

- 
- (1) Determined by adding (a) the \$586,500,000 aggregate offering price of the 9,775,000 Shares for which a fee was previously paid, and (b) the \$39,387,500 aggregate offering price of the 575,000 Shares for which a fee was previously paid, to (c) the \$296,734,500 aggregate offering price of the 4,140,000 Shares for which a fee was previously paid. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a), (i), (n) and (o) of the Securities Act of 1933, as amended.
  - (2) To be issued by Kinder Morgan Management, LLC.
  - (3) To be issued by Kinder Morgan Energy Partners, L.P.
  - (4) The i-units are being registered solely due to the "co-registrant" status of Kinder Morgan Energy Partners, L.P.
  - (5) To be issued by Kinder Morgan, Inc.
  - (6) This fee has been previously paid.

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THE REGISTRANTS HEREBY AMEND THESE REGISTRATION STATEMENTS ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY THEIR EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THESE REGISTRATION STATEMENTS SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THESE REGISTRATION STATEMENTS SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on May 14, 2001.

KINDER MORGAN ENERGY PARTNERS, L.P.  
(A Delaware Limited Partnership)

By: Kinder Morgan G.P., Inc. as  
General Partner

By: /s/ JOSEPH LISTENGART

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Joseph Listengart  
Vice President, General Counsel  
and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 or amendment thereto has been signed below by the following persons in the indicated capacities on May 14, 2001:

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SIGNATURE -----	TITLE -----
/s/ RICHARD D. KINDER ----- Richard D. Kinder	Director, Chairman of the Board and Chief Executive Officer of Kinder Morgan G.P., I (Principal Executive Officer)
/s/ WILLIAM V. MORGAN* ----- William V. Morgan	Director, Vice Chairman of the Board and President of Kinder Morgan G.P., Inc.
/s/ GARY L. HULTQUIST* ----- Gary L. Hultquist	Director of Kinder Morgan G.P., Inc.
/s/ PERRY M. WAUGHTAL* ----- Perry M. Waughtal	Director of Kinder Morgan G.P., Inc.
/s/ C. PARK SHAPER ----- C. Park Shaper	Vice President, Treasurer and Chief Financial Officer of Kinder Morgan G.P., Inc. (Princ Financial Officer and Principal Accounting Officer)

(Constituting a majority of the  
Board of Directors)

\*By: /s/ JOSEPH LISTENGART

-----  
Joseph Listengart  
Attorney-in-fact for persons indicated

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on May 14, 2001.

KINDER MORGAN, INC.

By: /s/ JOSEPH LISTENGART

-----  
Joseph Listengart  
Vice President, General Counsel  
and Secretary

-----  
Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 or amendment thereto has been signed below by the following persons in the indicated capacities on May 14, 2001:

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SIGNATURE -----	TITLE -----
/s/ EDWARD H. AUSTIN, JR.* ----- Edward H. Austin, Jr.	Director
/s/ STEWART A. BLISS* ----- Stewart A. Bliss	Director
/s/ RICHARD D. KINDER ----- Richard D. Kinder	Director, Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ WILLIAM V. MORGAN* ----- William V. Morgan	Director, Vice Chairman and President
/s/ EDWARD RANDALL, III* ----- Edward Randall, III	Director
/s/ C. PARK SHAPER ----- C. Park Shaper	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ H. A. TRUE, III* ----- H. A. True, III	Director

(Constituting a majority of the  
Board of Directors)

\* By: /s/ JOSEPH LISTENGART  
-----  
Joseph Listengart  
Attorney-in-fact for persons indicated

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on May 14, 2001.

Kinder Morgan Management, LLC

By: /s/ JOSEPH LISTENGART  
-----

Joseph Listengart  
Vice President, General Counsel  
and Secretary

-----  
Pursuant to the requirements of the Securities Act of 1933, this  
Registration Statement on Form S-1 or amendment thereto has been signed below by

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the following persons in the indicated capacities on May 14, 2001:

SIGNATURE -----	TITLE -----
/s/ RICHARD D. KINDER ----- Richard D. Kinder	Director, Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ WILLIAM V. MORGAN* ----- William V. Morgan	Director, Vice Chairman of the Board and President
/s/ GARY L. HULTQUIST* ----- Gary L. Hultquist	Director
/s/ PERRY M. WAUGHTAL* ----- Perry M. Waughtal	Director
/s/ C. PARK SHAPER ----- C. Park Shaper	Vice President, Treasurer and Chief Financial Officer
Kinder Morgan, Inc.	Director

By: /s/ C. PARK SHAPER

-----  
C. Park Shaper  
Vice President and  
Chief Financial Officer

(Constituting a majority of the  
Board of Directors)

\*By: /s/ JOSEPH LISTENGART

-----  
Joseph Listengart  
Attorney-in-fact for persons indicated