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HERITAGE PROPANE PARTNERS L P

Form 8-K

May 14, 2003

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

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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): MAY 13, 2003

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HERITAGE PROPANE PARTNERS, L.P.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-11727  
(Commission File Number)

73-14  
(IRS E  
Identific

8801 SOUTH YALE AVENUE, SUITE 310  
TULSA, OKLAHOMA  
(Address of principal executive offices)

74137  
(Zip Code)

Registrant's telephone number, including area code: (918) 492-7272

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ITEM 5. OTHER EVENTS.

Heritage Propane Partners, L.P. (the "Partnership"), is filing this Current Report on Form 8-K in connection with the public offering (the "Offering") of up to 1,610,000 common units (the "Offered Units") representing limited partner interests in the Partnership, including common units issuable pursuant to an over-allotment option granted to the underwriter, under the Partnership's shelf registration statement on Form S-3 (Registration No. 333-86057) (the "Registration Statement"), as supplemented by the Prospectus Supplement dated May 13, 2003 relating to the Offered Units filed with the

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Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. In connection with the Offering, the Partnership, Heritage Operating, L.P. and U.S. Propane, L.P. entered into an underwriting agreement with A.G. Edwards & Sons, Inc. and Lehman Brothers Inc. on May 13, 2003.

The opinions of Baker Botts L.L.P. attached as exhibits to this Current Report relate to the Offering, and the opinion as to certain tax matters (Exhibit 8.1) replaces, with respect to the Offering, the opinions as to tax matters previously filed as exhibits to the Registration Statement. The opinions of Baker Botts L.L.P. are being filed as exhibits to this Current Report in lieu of filing them as exhibits to the Registration Statement by means of a post-effective amendment. Instead, upon filing, this Current Report on Form 8-K is incorporated by reference into the Registration Statement. Accordingly, such exhibits are also incorporated by reference into the Registration Statement as exhibits thereto.

### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

| EXHIBIT NUMBER<br>----- | DESCRIPTION<br>-----                                                                                                                                                                           |
|-------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                     | Underwriting Agreement dated May 13, 2003 by and among Heritage Propane Partners, L.P., Heritage Operating, L.P. and U.S. Propane, L.P. and A.G. Edwards & Sons, Inc. and Lehman Brothers Inc. |
| 5.1                     | Opinion of Baker Botts L.L.P. as to the legality of the securities registered.                                                                                                                 |
| 8.1                     | Opinion of Baker Botts L.L.P. as to certain tax matters.                                                                                                                                       |
| 23.1                    | Consent of Baker Botts L.L.P. (included in Exhibits 5.1 and 8.1).                                                                                                                              |
| 99.1                    | Heritage Propane Partners, L.P. press release dated May 14, 2003.                                                                                                                              |

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### 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.

HERITAGE PROPANE PARTNERS, L.P.

By: U.S. Propane, L.P., General Partner

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By: U.S. Propane, L.L.C., General Partner

Date: May 14, 2003

By: /s/ Michael L. Greenwood

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Michael L. Greenwood  
Vice President and Chief Financial  
Officer and officer duly authorized to  
sign on behalf of the registrant

EXHIBIT INDEX

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|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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