

ATLAS PIPELINE PARTNERS LP  
Form 8-K  
May 09, 2006

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

Washington, D.C. 20549

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**FORM 8-K**

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**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 8, 2006

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**ATLAS PIPELINE PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

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

**23-3011077**  
(I.R.S. Employer

Identification No.)

**311 Rouser Road, Moon Township, Pennsylvania 15108**

(Address of principal executive offices) (Zip code)

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

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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):

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- .. 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))
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**Item 8.01. Other Events.**

Atlas Pipeline Partners, L.P. (the Partnership ) is filing a prospectus supplement to its prospectus dated August 30, 2005, which forms part of its registration statement on Form S-3 (SEC Registration No. 333-127961), in order to offer 500,000 common units, plus up to an additional 75,000 common units if the underwriter exercises its option to purchase additional common units. In connection with the offering, the Partnership entered into the underwriting agreement attached hereto and is filing the opinions delivered to it regarding the legality of the common units offered and certain tax matters, all of which are attached as Exhibits 1.1, 5.1 and 8.1 and an auditors consent, which is attached as Exhibit 23.1 to this report.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

1.1 Underwriting Agreement dated May 8, 2006.

5.1 Opinion of Ledgewood as to the legality of the securities being registered.

8.1 Opinion of Ledgewood relating to tax matters.

23.1 Consent of Grant Thornton LLP.

**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 hereunto duly authorized.

ATLAS PIPELINE PARTNERS, L.P.

By: Atlas Pipeline Partners GP, LLC  
Its General Partner

Date: May 9, 2006

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