

Williams Partners L.P.
Form 8-K
August 14, 2012

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): August 14, 2012

WILLIAMS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-32599
(Commission

File Number)

20-2485124
(I.R.S. Employer

Identification No.)

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One Williams Center,

Tulsa, Oklahoma
(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (918) 573-2000

74172-0172
(Zip Code)

Check the appropriate box below if the Form 8-K 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 1.01. Entry into a Material Definitive Agreement.

On August 14, 2012, Williams Partners L.P. (the Partnership) completed a \$750 million registered offering (the Offering) of its 3.35% Senior Notes due 2022 (the Notes). The Offering has been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a registration statement on Form S-3 (Registration No. 333-179471) of the Partnership, and the prospectus supplement dated August 9, 2012 and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on August 10, 2012.

The Notes will pay interest semi-annually in cash in arrears on February 15 and August 15 of each year, beginning on February 15, 2013. The Notes are the Partnership's senior unsecured obligations and will rank equally in right of payment with all of its other senior indebtedness and senior to all of its future indebtedness that is expressly subordinated in right of payment to the Notes.

The Notes were issued pursuant to an Indenture (the Base Indenture), dated as of November 9, 2010, between the Partnership and The Bank of New York Mellon Trust Company, N.A. as trustee (the Trustee), as supplemented by the Third Supplemental Indenture (the Supplemental Indenture) and together with the Base Indenture, the Indenture), dated as of August 14, 2012, between the Partnership and the Trustee. The Notes are represented by a global security, which is included as an exhibit to the Supplemental Indenture. The Indenture contains covenants that, among other things, restrict the Partnership's ability to incur liens on assets to secure certain debt and merge, consolidate or transfer or lease all or substantially all of its assets, subject to certain qualifications and exceptions. The Partnership may redeem some or all of the Notes at any time or from time to time at a specified make whole premium described in the Indenture. The Partnership also has the option, at any time on or after May 15, 2022, to redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, as more fully described in the Indenture. A copy of the Base Indenture was previously filed, and a copy of the Supplemental Indenture is filed as Exhibit 4.1 to this report. The descriptions of the terms of the Base Indenture and the Supplemental Indenture in this Item 1.01 are qualified in their entirety by reference to such exhibits.

The Partnership intends to use the net proceeds from the Offering to repay outstanding borrowings under its senior unsecured credit facility and for general partnership purposes.

Item 7.01. Regulation FD Disclosure.

On August 14, 2012, the Partnership issued a press release announcing the completion of the Offering. A copy of the press release is furnished and attached as Exhibit 99.1 hereto and is incorporated herein by reference. The information furnished is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Third Supplemental Indenture, dated as of August 14, 2012, between Williams Partners L.P. and The Bank of New York Mellon Trust Company, N.A., as trustee.
99.1	Press Release dated August 14, 2012.

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.

WILLIAMS PARTNERS L.P.

By: Williams Partners GP LLC,
its General Partner

By: /s/ Lorna R. Simms
Lorna R. Simms
Assistant Secretary

DATED: August 14, 2012

EXHIBIT INDEX

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