

Western Gas Partners LP  
Form 8-K/A  
December 17, 2014

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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 17, 2014 (November 25, 2014)

WESTERN GAS PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

1201 Lake Robbins Drive

The Woodlands, Texas 77380-1046

(Address of principal executive offices) (Zip Code)

(832) 636-6000

(Registrant's telephone number, including area code)

001-34046

(Commission  
File Number)

26-1075808

(I.R.S. Employer  
Identification No.)

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:

- .. 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))
-

## EXPLANATORY NOTE

On November 25, 2014, Western Gas Partners, LP (the “Partnership”) filed a Current Report on Form 8-K (the “Initial Report”) to report, among other things, the closing of its acquisition (the “Acquisition”) of Nuevo Midstream, LLC (“Nuevo”) pursuant to an Agreement and Plan of Merger (“Merger Agreement”) by and among the Partnership, Maguire Midstream, LLC, an indirect wholly owned subsidiary of the Partnership, Nuevo and the other parties thereto.

The consideration paid by the Partnership for the Acquisition consisted of \$1.5 billion in cash, as adjusted pursuant to the terms of the Merger Agreement. The Partnership funded the Acquisition through approximately (i) \$275.0 million of cash on hand, including the net proceeds from the Partnership’s November 2014 equity offering, (ii) \$475.0 million in borrowings under its revolving credit facility and (iii) the issuance of \$750.0 million of Class C units to a subsidiary of Anadarko Petroleum Corporation (“Anadarko”).

This Current Report on Form 8-K/A (the “Amendment”) amends and supplements the Initial Report to include the financial statements of Nuevo and the unaudited pro forma financial statements of the Partnership required by Items 9.01(a) and 9.01(b) of Form 8-K, and to include exhibits under Item 9.01(d) of Form 8-K. No other modifications to the Initial Report are being made by this Amendment.

### Item 9.01 Financial Statements and Exhibits.

#### (a) Financial Statements of Businesses Acquired

Financial Statements of Nuevo as of and for the year ended December 31, 2013, a copy of which is included as Exhibit 99.1 to this Current Report on Form 8-K/A, incorporated herein by reference.

Unaudited Financial Statements of Nuevo as of and for the nine months ended September 30, 2014, a copy of which is included as Exhibit 99.2 to this Current Report on Form 8-K/A, incorporated herein by reference.

#### (b) Pro Forma Financial Information

Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the nine months ended September 30, 2014, and for the twelve months ended December 31, 2013, copies of which are included as Exhibit 99.3 to this Current Report on Form 8-K/A, incorporated herein by reference.

#### (d) Exhibits

23.1 Consent of UHY LLP.

99.1 Audited Financial Statements of Nuevo as of and for the year ended December 31, 2013.

99.2 Unaudited Financial Statements of Nuevo as of and for the nine months ended September 30, 2014.

99.3 Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the nine months ended September 30, 2014, and for the twelve months ended December 31, 2013.

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 thereunto duly authorized.

WESTERN GAS PARTNERS, LP

By: Western Gas Holdings, LLC, its general partner

Dated: December 17, 2014

By: /s/ Benjamin M. Fink  
Benjamin M. Fink  
Senior Vice President, Chief Financial Officer and  
Treasurer

---

EXHIBIT INDEX

Exhibit Number	Exhibit Title
23.1	Consent of UHY LLP.
99.1	Audited Financial Statements of Nuevo as of and for the year ended December 31, 2013.
99.2	Unaudited Financial Statements of Nuevo as of and for the nine months ended September 30, 2014.
99.3	Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the nine months ended September 30, 2014, and for the twelve months ended December 31, 2013.