

Western Gas Partners LP  
 Form 8-K/A  
 May 26, 2016

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): May 26, 2016 (March 14, 2016)

WESTERN GAS PARTNERS, LP  
 (Exact name of registrant as specified in its charter)

Delaware                               001-34046   26-1075808  
 (State or other jurisdiction of   (Commission (IRS Employer  
 incorporation or organization)   incorporation or organization)  
 File Number) Identification No.)  
 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)

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 March 16, 2016, 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 on March 14, 2016, of a 100% interest in Springfield Pipeline LLC (“Springfield”) from Anadarko Petroleum Corporation for \$750.0 million, consisting of \$712.5 million in cash and 1,253,761 common units. The Partnership financed the cash portion of the acquisition through: (i) the issuance of 14,030,611 Series A Preferred units to private investors for net proceeds of \$440.0 million, (ii) the issuance of 835,841 of the Partnership’s common units to Western Gas Equity Partners, LP for proceeds of \$25.0 million and (iii) \$247.5 million in borrowings on the Partnership’s revolving credit facility. Springfield owns a 50.1% interest in a gathering system consisting of 548 miles of gas gathering lines (with a capacity of 795 MMcf/d) and 241 miles of oil gathering lines (with a capacity of 130 MBbls/d) which gathers Eagleford shale production in Dimmit, La Salle, Maverick and Webb counties in South Texas.

This Current Report on Form 8-K/A (the “Amendment”) amends and supplements the Initial Report to include the financial statements of Springfield 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 Springfield Pipeline LLC as of December 31, 2015 and 2014, and for the years ended December 31, 2015, 2014 and 2013, a copy of which is included as Exhibit 99.1 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 December 31, 2015, and for the years ended December 31, 2015, 2014 and 2013, a copy of which is included as Exhibit 99.2 to this Current Report on Form 8-K/A, incorporated herein by reference.

(d) Exhibits

23.1 Consent of KPMG LLP.

99.1 Financial Statements of Springfield Pipeline LLC as of December 31, 2015 and 2014, and for the years ended December 31, 2015, 2014 and 2013.

99.2 Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of December 31, 2015, and for the years ended December 31, 2015, 2014 and 2013.

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 thereunto duly authorized.

WESTERN GAS  
PARTNERS, LP

By: Western  
Gas  
Holdings,  
LLC, its  
general  
partner

Dated: May 26, 2016 By: /s/  
Benjamin  
M. Fink  
Benjamin  
M. Fink  
Senior  
Vice  
President,  
Chief  
Financial  
Officer  
and  
Treasurer

EXHIBIT INDEX

Exhibit  
Number Exhibit Title

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