

Western Gas Partners LP  
Form 8-K  
March 23, 2017

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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): March 17, 2017

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) 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))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On March 17, 2017, Western Gas Partners, LP (“WES” or the “Partnership”) closed its previously announced transaction with Williams Partners L.P. (“WPZ”). Pursuant to the previously filed Interest Swap and Purchase Agreement, dated February 9, 2017 (the “PSA”), with WPZ and certain of WPZ’s subsidiaries, WES has acquired WPZ’s 50% non-operated interest (the “DBJV Interest”) in the assets of Delaware Basin JV Gathering LLC (“DBJV”) in exchange for (a) WES’s 33.75% non-operated interest (the “Non-Operated Marcellus Interest”) in two natural gas gathering systems located in northern Pennsylvania, commonly referred to as the Liberty and Rome systems, and (b) \$155 million in cash (collectively, the “Transaction”).

The Partnership funded the cash portion of the consideration with cash on hand.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information

Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the year ended December 31, 2016, a copy of which is included as Exhibit 99.1 to this Current Report on Form 8-K, incorporated herein by reference.

(d) Exhibits

- 99.1 Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the year ended December 31, 2016.

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: March 23, 2017 By: /s/  
Benjamin  
M. Fink  
Benjamin  
M. Fink  
President,  
Chief  
Executive  
Officer,  
Chief  
Financial  
Officer  
and  
Treasurer

EXHIBIT INDEX

Exhibit Number	Exhibit Title
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99.1	Unaudited Pro Forma Condensed Consolidated Financial Statements of the Partnership as of and for the year ended December 31, 2016.
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