

Western Gas Partners LP  
Form 8-K  
January 07, 2010

**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): December 31, 2009**  
**WESTERN GAS PARTNERS, LP**  
(Exact name of registrant as specified in its charter)

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

**001-34046**  
(Commission  
File Number)

**26-1075808**  
(IRS Employer  
Identification No.)

**1201 Lake Robbins Drive**  
**The Woodlands, Texas 77380-1046**  
(Address of principal executive office) (Zip Code)  
**(832) 636-6000**

(Registrants 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 1.01 Entry into a Material Definitive Agreement.**

On December 31, 2009, the Partnership entered into Amendment No. 3 (the Omnibus Agreement Amendment ) to the Omnibus Agreement (the Omnibus Agreement ) dated May 14, 2008 among the Partnership, the General Partner, and Anadarko, as amended by Amendment No. 1 thereto dated December 19, 2008 and Amendment No. 2 thereto dated July 22, 2009. The Omnibus Agreement Amendment (i) increases the limit on the amount of general and administrative expenses under Section 3.1 of the Omnibus Agreement required to be reimbursed to Anadarko by the General Partner, the Partnership and certain of the Partnership's subsidiaries from \$6.9 million to \$7.25 million; and (ii) extends the time period during which such expense limitation is effective from December 31, 2009 to December 31, 2010. The terms of the Omnibus Agreement Amendment were unanimously approved by the Board of Directors of the Partnership's General Partner and by the Board's special committee.

The foregoing description is incomplete and is qualified in its entirety by reference to the full text of the Omnibus Agreement Amendment, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**Number**

**Description**

10.1

Amendment No. 3 to Omnibus Agreement by and among Western Gas Partners, LP, Western Gas Holdings, LLC, and Anadarko Petroleum Corporation, dated as of December 31, 2009.

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**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: January 7, 2010

By: /s/ Amanda M. McMillian  
Amanda M. McMillian  
Vice President, General Counsel and  
Corporate Secretary

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
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