

STAR GAS PARTNERS LP

Form 8-K

January 23, 2009

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) January 23, 2009

**STAR GAS PARTNERS, L.P.**

**(Exact name of registrant as specified in its charter)**

**Delaware**                               **001-14129**       **06-1437793**  
**(State or other jurisdiction (Commission (IRS Employer**  
**of incorporation)               File Number) Identification No.)**  
**2187 Atlantic Street, Stamford, CT**       **06902**  
**(Address of principal executive offices) (Zip Code)**

Registrant's telephone number, including area code (203) 328-7310

**Not Applicable**  
**(Former name or former address, if changed since last report.)**

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 (see General Instruction A.2. below):

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 23, 2009, Star Gas Partners, L.P., a Delaware partnership (the "Partnership"), issued a press release declaring its quarterly distribution on all units for the fiscal first quarter ending December 31, 2008. A copy of the press release is furnished within this report as Exhibit 99.1.

The information in this report is being furnished, and is not deemed as "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference in any filings under the Securities Act of 1933, as amended, unless specifically stated so therein.

ITEM 7.01 REGULATION FD DISCLOSURE

Exhibit 99.1 A copy of the Star Gas Partners, L.P. Press Release dated January 23, 2009.

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 hereunto duly authorized.

STAR GAS PARTNERS, L.P.

By: Kestrel Heat, LLC (General  
Partner)

By: /s/ Richard F. Ambury

Name Richard F. Ambury

Title: Chief Financial Officer

Principal Financial Officer

Date: January 23, 2009