

INERGY L P  
Form SC 13D  
August 09, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. )\*

**INERGY HOLDINGS, L.P.**

(Name of Issuer)

**Common Units Representing Limited Partner Interests**

(Title of Class of Securities)

**45661Q107**

(CUSIP Number)

**R. Brooks Sherman, Jr.**

**Executive Vice President and Chief Financial Officer**

**Two Brush Creek Boulevard, Suite 200**

**Kansas City, Missouri 64112**

Edgar Filing: INERGY L P - Form SC 13D

(816) 842-8181

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 9, 2010

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box: "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

John J. Sherman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 23,817,361

Owned by 8. Shared Voting Power

Each

Reporting

35,987,774

9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 23,817,361

10. Shared Dispositive Power

35,987,774

11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)

14. Type of Reporting Person (See Instructions)

IN

(1) The Reporting Persons (as defined in Item 2 below) may be deemed to be members of a group for purposes of this Schedule.

(2) Based on 61,923,382 Common Units outstanding as of August 6, 2010.

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

Phillip L. Elbert

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 2,622,347

Owned by 8. Shared Voting Power

Each

Reporting 35,987,774

9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 2,622,347

10. Shared Dispositive Power

35,987,774

11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)

14. Type of Reporting Person (See Instructions)

IN

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(2) Based on 61,923,382 Common Units outstanding as of August 6, 2010.

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

R. Brooks Sherman, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 1,139,693

Owned by 8. Shared Voting Power

Each

Reporting 35,987,774

9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 1,139,693  
10. Shared Dispositive Power

35,987,774  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..  
13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)  
14. Type of Reporting Person (See Instructions)

IN

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

Andrew L. Atterbury

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 2,951,907

Owned by 8. Shared Voting Power

Each

Reporting

35,987,774

9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 2,951,907

10. Shared Dispositive Power

35,987,774

11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)

14. Type of Reporting Person (See Instructions)

IN

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

William C. Gautreaux

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 2,830,330

Owned by 8. Shared Voting Power

Each

Reporting

35,987,774

9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 2,830,330

10. Shared Dispositive Power

35,987,774

11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)

14. Type of Reporting Person (See Instructions)

IN

(1) The Reporting Persons (as defined in Item 2 below) may be deemed to be members of a group for purposes of this Schedule.

(2) Based on 61,923,382 Common Units outstanding as of August 6, 2010.

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

Carl A. Hughes

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 2,626,136

Owned by 8. Shared Voting Power

Each

Reporting

Person 35,987,774

9. Sole Dispositive Power

Person

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with: 2,626,136  
10. Shared Dispositive Power

35,987,774  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..  
13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)  
14. Type of Reporting Person (See Instructions)

IN

- (1) The Reporting Persons (as defined in Item 2 below) may be deemed to be members of a group for purposes of this Schedule.
- (2) Based on 61,923,382 Common Units outstanding as of August 6, 2010.

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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

Inergy, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

Owned by 8. Shared Voting Power

Each

Reporting 35,987,774

9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 0

10. Shared Dispositive Power

35,987,774

11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)

14. Type of Reporting Person (See Instructions)

PN

(1) The Reporting Persons (as defined in Item 2 below) may be deemed to be members of a group for purposes of this Schedule.

(2) Based on 61,923,382 Common Units outstanding as of August 6, 2010.



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Schedule 13D

CUSIP No. 45661Q107

1. Names of Reporting Persons

Inergy GP, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (See Note 1)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

Owned by 8. Shared Voting Power

Each

Reporting 35,987,774  
Person 9. Sole Dispositive Power

Person

Edgar Filing: INERGY L P - Form SC 13D

with: 0

10. Shared Dispositive Power

35,987,774

11. Aggregate Amount Beneficially Owned by Each Reporting Person

35,987,774 (See Note 1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

Approximately 58.1% (See Note 2)

14. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

(1) The Reporting Persons (as defined in Item 2 below) may be deemed to be members of a group for purposes of this Schedule.

(2) Based on 61,923,382 Common Units outstanding as of August 6, 2010.

**Item 1. Security and Issuer**

(a) The title of the class of equity securities to which this Schedule 13D relates is common units representing limited partner interests ( Common Units ) of Inergy Holdings, L.P., a Delaware limited partnership (the Issuer ).

(b) The principal executive offices of the Issuer are located at Two Brush Creek Boulevard, Suite 200, Kansas City, Missouri 64112.

**Item 2. Identity and Background**

(a) This schedule is filed by John J. Sherman, Phillip L. Elbert, R. Brooks Sherman, Jr., Andrew L. Atterbury, William C. Gautreaux, Carl A. Hughes, Inergy, L.P. (the Partnership ) and Inergy GP, LLC (the General Partner, and together with Mr. John Sherman, Mr. Elbert, Mr. Brooks Sherman, Mr. Atterbury, Mr. Gautreaux, Mr. Hughes and the Partnership, the Reporting Persons ). Mr. John Sherman, Mr. Elbert, Mr. Brooks Sherman, Mr. Atterbury, Mr. Gautreaux and Mr. Hughes are sometimes referred to herein as the Unitholders.

(b) The business address of each of the Unitholders is c/o Inergy Holdings, L.P., Two Brush Creek Boulevard, Suite 200, Kansas City, Missouri 64112. The address of the principal office of each of the Partnership and the General Partner is Two Brush Creek Boulevard, Suite 200, Kansas City, Missouri 64112.

(c) The Partnership is a limited partnership organized under the laws of the State of Delaware. The Partnership owns and operates a geographically diverse retail and wholesale propane supply, marketing and distribution business. The Partnership also owns and operates a midstream business that includes three natural gas storage facilities, a liquefied petroleum gas storage facility, a natural gas liquids business and a solution-mining and salt production company.

The Partnership's general partner is the General Partner. The General Partner is a limited liability company organized under the laws of the State of Delaware. The General Partner's principal business is to a