STAR GAS PARTNERS LP Form 8-K August 17, 2011

# 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) August 17, 2011

## STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction

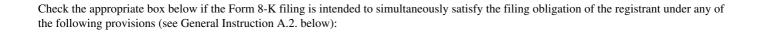
001-14129 (Commission 06-1437793 (IRS Employer

of incorporation) File Number) Identification No.)

2187 Atlantic Street, Stamford, CT (Address of principal executive offices) Registrant s telephone number, including area code (203) 328-7310 06902 (Zip Code)

#### Not Applicable

(Former name or former address, if changed since last report.)



- " 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))

#### **Item 7.01 Regulation FD Disclosure**

Star Gas Partners, L.P., a Delaware limited partnership (the Partnership ), announced today that it has purchased 1.5 million common units in a private transaction as part of the Partnership s previously announced unit repurchase program.

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 Oakley Name: Richard Oakley

Title: Vice President/Controller