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STAR GAS PARTNERS LP  
Form 8-K  
January 10, 2002

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 7, 2002  
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STAR GAS PARTNERS, L.P.  
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(Exact name of registrant as specified in its charter)

Delaware

33-98490

06-1437793  
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(State or other jurisdiction of incorporation) Commission File Number)

(IRS Employer Identification No.)

2187 Atlantic Street, Stamford, CT 06902  
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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (203) 328-7300  
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Not Applicable  
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(Former name or former address, if changed since last report.)

Item 5. Other Events

This Form 8-K consists of a copy of the underwriting agreement for a firm commitment public offering of up to 1,500,000 common units of the registrant that were previously registered pursuant to a shelf registration statement on Form S-3 (SEC File No. 333-57994), together with an opinion of counsel relating

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thereto. This Form 8-K also includes as an exhibit hereto the audited balance sheet of Star Gas LLC.

Item 7. Financial Statements and Exhibits

(c) Exhibits

- 1. Underwriting Agreement, dated as of January 7, 2002, by and among Star Gas Partners, L.P., A.G. Edwards & Sons, Inc., UBS Warburg LLC, and First Union Securities, Inc.
- 5.1 Opinion of Phillips Nizer Benjamin Krim & Ballon LLP (including consent).
- 23.1 Consent of KPMG LLP
- 99.1 Balance Sheet of Star Gas LLC

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: Star Gas LLC (General Partner)

Signature -----	Title -----	Date ----
/s/ Irik P. Sevin ----- By: Irik P. Sevin	Chairman of the Board and Chief Executive Officer Star Gas LLC (Principal Executive Officer)	January 10, 2002