

ATLAS PIPELINE PARTNERS LP  
Form 8-K  
April 16, 2013

**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): April 16, 2013**

**Commission file number 1-14998**

**ATLAS PIPELINE PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**23-3011077**  
(I.R.S. Employer

Identification No.)

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**Park Place Corporate Center One**

**1000 Commerce Drive, 4<sup>th</sup> Floor**

**Pittsburgh, Pennsylvania 15275-1011**

(Address of principal executive offices) (Zip code)

**Registrant's telephone number, including area code: (877) 950-7473**

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

Check the appropriate box 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))

**Item 8.01 Other Events**

On December 20, 2012 Atlas Pipeline Partners, L.P. ( APL ) filed a Current Report on Form 8-K (the Original 8-K ) to report the completion by Atlas Pipeline Mid-Continent Holdings, LLC, APL 's wholly-owned subsidiary, of the previously announced acquisition (the Cardinal Acquisition ) from Cardinal Midstream, LLC ( Cardinal ) of 100% of the equity interests in three wholly-owned subsidiaries of Cardinal for \$603.4 million in cash at closing, including preliminary purchase price adjustments. This Current Report on Form 8-K includes as Exhibit 99.1 pro forma financial statements for the year ended December 31, 2012 reflecting the Cardinal Acquisition. These pro forma financial statements supplement APL 's previously-filed financial statements related to the Cardinal Acquisition and are being filed to satisfy the requirements of Rule 11-01 of Regulation S-X.

**Item 9.01 Financial Statements and Exhibits**

**(b) Pro Forma Financial Information**

The unaudited pro forma consolidated statement of operations, giving effect to the Cardinal Acquisition, for the year ended December 31, 2012 is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**(d) Exhibits**

99.1 Unaudited pro forma consolidated statement of operations for the year ended December 31, 2012

**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.

Atlas Pipeline Partners, L.P.

By: Atlas Pipeline Partners GP, LLC,  
its general partner

April 16, 2013

By: /s/ Robert W. Karlovich, III  
Robert W. Karlovich, III  
Chief Financial Officer of the General Partner

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Unaudited pro forma consolidated financial statement of operations for the year ended December 31, 2012