

Crestwood Equity Partners LP  
Form 8-K  
April 11, 2014

**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 11, 2014 (April 8, 2014)**

**CRESTWOOD EQUITY PARTNERS LP**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34664**  
**(Commission**  
  
**File Number)**  
**700 Louisiana Street, Suite 2060**  
  
**Houston, Texas 77002**

**43-1918951**  
**(IRS Employer**  
  
**Identification Number)**

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**(Address of principal executive offices)**

**(832) 519-2200**

**(Registrant's telephone number, including area code)**

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:

- .. 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 8, 2014, the Board of Directors of Crestwood Equity GP LLC, the general partner of Crestwood Equity Partners LP (the Partnership ) approved the Fifth Amended and Restated Agreement of Limited Partnership of the Partnership (the Fifth Amended and Restated Partnership Agreement ). The Fifth Amended and Restated Partnership Agreement (i) addresses and clarifies the rights of the holders of the Partnership's Class A Units to distributions of property in kind and (ii) incorporates Amendment No. 1 to the Fourth Amended and Restated Agreement of Limited Partnership of the Partnership. The Fifth Amended and Restated Partnership Agreement is effective as of January 1, 2013.

The description of the Fifth Amended and Restated Partnership Agreement above does not purport to be complete and is qualified in its entirety by reference to the complete text of the Fifth Amended and Restated Partnership Agreement, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 3.1                   | Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP, dated as of April 11, 2014 |

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CRESTWOOD EQUITY PARTNERS LP**

By: Crestwood Equity GP LLC,  
its General Partner

Date: April 11, 2014

By: /s/ Michael J. Campbell  
Michael J. Campbell  
Senior Vice President and Chief Financial Officer

**Exhibit Index**

**Exhibit  
Number**

**Description**

|     |   |
|-----|---|
| 3.1 | Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP,<br>dated as of<br><br>April 11, 2014 |
|-----|---|

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