

Boardwalk Pipeline Partners, LP
Form 8-K
November 24, 2014

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 November 24, 2014
(DATE OF EARLIEST EVENT REPORTED) November 19, 2014

BOARDWALK PIPELINE PARTNERS, LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

01-32665
(Commission)

20-3265614
(IRS Employer)

of incorporation or organization)

File Number)

Identification No.)

9 Greenway Plaza, Suite 2800

Houston, Texas 77046

(Address of principal executive office)

(866) 913-2122

(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 1.01 Entry into a Material Definitive Agreement.

On November 19, 2014, Boardwalk Pipeline Partners, LP (the Partnership), a Delaware limited partnership, and Boardwalk Pipelines, LP (Boardwalk Pipelines), a wholly-owned subsidiary of the Partnership, entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc., and J.P. Morgan Securities LLC, as representatives of the several underwriters set forth in Schedule 1 to the Underwriting Agreement, (the Underwriters) with respect to the issue and sale by Boardwalk Pipelines of \$350.0 million in aggregate principal amount of its 4.95% Senior Notes due 2024 (the Notes), in an underwritten public offering (the Debt Offering). The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Partnership (the Guarantee and together with the Notes, the Securities.) The Securities to be sold in the Debt Offering were registered under the Securities Act of 1933, as amended (the Act), pursuant to a shelf registration statement on Form S-3 (File No. 333-186768). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated by reference herein.

The Notes will be issued pursuant to an indenture, dated as of August 21, 2009, between Boardwalk Pipelines, as issuer, the Partnership, as guarantor, and The Bank of New York Mellon Trust Company, N.A. as trustee (the Trustee), as amended and to be supplemented by the Fourth Supplemental Indenture thereto to be dated on or about November 26, 2014, between Boardwalk Pipelines, the Partnership and the Trustee.

Closing of the Debt Offering is expected to occur on November 26, 2014. Boardwalk Pipelines intend to use a portion of the net proceeds of approximately \$343.2 million from this offering (after deducting the underwriting discount and estimated offering expenses) to retire all of the outstanding \$275 million aggregate principal amount of Gulf South's 5.05% notes due 2015 on or prior to February 2, 2015 and the remainder of the net proceeds used to reduce outstanding borrowings under its revolving credit facility.

The description set forth above in Item 1.01 is qualified in its entirety by the Underwriting Agreement. A copy of the Underwriting Agreement is filed as an exhibit to this report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
1.1	Underwriting Agreement dated as of November 19, 2014, among Barclays Capital Inc., and J.P. Morgan Securities LLC, as representatives of the several underwriters set forth in Schedule I thereto, and Boardwalk Pipeline Partners, LP and Boardwalk Pipelines, LP.
5.1	Opinion of Vinson & Elkins L.L.P. as to the legality of the Senior Notes.
23.1	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1).

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 thereunto duly authorized.

BOARDWALK PIPELINE PARTNERS, LP

By: BOARDWALK GP, LP,
its general partner

By: BOARDWALK GP, LLC,
its general partner

By: /s/ Jamie L. Buskill
Jamie L. Buskill
Senior Vice President, Chief
Financial and Administrative
Officer

Dated: November 24, 2014

EXHIBIT INDEX

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