

# PENNTEX MIDSTREAM PARTNERS, LP

## **FORM 8-K** (Current report filing)

Filed 06/20/17 for the Period Ending 06/20/17

|             |   |
|-------------|---|
| Address     | 8111 WESTCHESTER DRIVE, SUITE 600<br>DALLAS, TX 75225 |
| Telephone   | 713-989-7560  |
| CIK         | 0001617798  |
| Symbol      | PTXP  |
| SIC Code    | 4922 - Natural Gas Transmission                       |
| Industry    | Oil & Gas Transportation Services                     |
| Sector      | Energy  |
| Fiscal Year | 12/31   |

---

---

**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): June 20, 2017**

---

**PENNTEX MIDSTREAM PARTNERS, LP**  
(Exact name of registrant as specified in its charter)

---

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

**001-37412**  
(Commission  
File Number)

**47-1669563**  
(IRS Employer  
Identification No.)

**8111 Westchester Drive, Suite 600**  
**Dallas, Texas 75225**  
(Address of principal executive office) (Zip Code)

**(832) 456-4000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

---

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

**Item 7.01. Regulation FD Disclosure.**

On June 20, 2017, PennTex Midstream Partners, LP (the “Partnership”) issued a press release announcing that, as of 5:00 p.m., Eastern Time, on June 19, 2017, the expiration time of the previously announced tender offer by Energy Transfer Partners, L.P. (“ETP”) to acquire all of the outstanding common units representing limited partner interests in the Partnership (the “Common Units”), approximately 12,360,503 Common Units, including those Common Units delivered through notices of guaranteed delivery, were validly tendered and accepted for purchase by ETP. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 to Form 8-K, the information provided under this Item 7.01 and the information attached to this Current Report on Form 8-K as Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release dated June 20, 2017

---

**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 hereunto duly authorized.

**PennTex Midstream Partners, LP**

By: PennTex Midstream GP, LLC,  
its general partner

Dated: June 20, 2017

By: /s/ Thomas E. Long

Name: Thomas E. Long

Title: Chief Financial Officer

---

**EXHIBIT INDEX**

| <u>Exhibit<br/>No.</u> | <u>Document Description</u>       |
|------------------------|-----------------------------------|
| 99.1                   | Press release dated June 20, 2017 |



**PENNTEx MIDSTREAM ANNOUNCES  
EXPIRATION OF ENERGY TRANSFER TENDER OFFER**

**HOUSTON, June 20, 2017** (GLOBE NEWSWIRE) – PennTex Midstream Partners, LP (NASDAQ: PTPX) (the “Partnership”) today announced that as of 5:00 p.m., Eastern Time, on June 19, 2017 (the “Expiration Time”), approximately 12,360,503 common units representing limited partner interests in the Partnership (the “Common Units”), including those Common Units delivered through notices of guaranteed delivery, were validly tendered and accepted for purchase by Energy Transfer Partners, L.P. (NYSE: ETP) (“ETP”) in ETP’s previously announced tender offer (the “Offer”).

The number of Common Units validly tendered prior to the Expiration Time satisfies the non-waivable condition that not less than a majority of the Common Units held by unitholders that are not affiliates of ETP be validly tendered, and satisfies the condition that, following the closing of the Offer, ETP and its affiliates own at least 16,571,405 Common Units, representing greater than 80% of the outstanding Common Units. ETP has announced that, pursuant to Section 15.1 of the First Amended and Restated Agreement of Limited Partnership of the Partnership (the “Partnership Agreement”), it intends to exercise the right, assigned to ETP by the Partnership’s general partner, to purchase all of the remaining Common Units that were not tendered in the Offer and remain outstanding on June 30, 2017 (the “Limited Call Right”). ETP expects to mail to each unitholder of record who did not tender its Common Units in the Offer a notice of election to purchase such Common Units pursuant to Section 15.1(b) of the Partnership Agreement, and such holder will receive, for each Common Unit, \$20.00 in cash, which represents the price paid by ETP for the Common Units in the Offer.

Upon the exercise of the Limited Call Right, ETP will own all of the economic interests of the Partnership and will be entitled to all of the benefits resulting from those interests. In addition, the Common Units will cease to be listed on the NASDAQ Global Select Market or publicly traded.

**Important Information**

This press release is for informational purposes only, and is neither an offer to purchase nor a solicitation of an offer to sell securities. Holders of Common Units are advised to read ETP’s combined Tender Offer Statement on Schedule TO and Transaction Statement on Schedule 13E-3, as amended, ETP’s Offer to Purchase, the Partnership’s Solicitation/Recommendation Statement on Schedule 14D-9, as amended, and the Partnership’s Transaction Statement on Schedule 13E-3, as amended, and other documents relating to the tender offer that have been or will be filed with the Securities and Exchange Commission (the “SEC”) because they contain important information. Unitholders may also obtain copies of any of the foregoing materials, as filed with the SEC, without charge from the Partnership by directing such request to PennTex Midstream Partners, LP, Attn: Investor Relations, 8111 Westchester Drive, Suite 600, Dallas, Texas 75225.

**About PennTex Midstream Partners, LP**

PennTex Midstream Partners, LP provides natural gas gathering and processing and residue gas and natural gas liquids transportation services to producers in northern Louisiana. ETP owns the general partner of the Partnership. For more information, visit [www.penntex.com](http://www.penntex.com).

**Investor Relations:**

Helen Ryoo, Lyndsay Hannah, Brent Ratliff, 214-981-0795  
or

**Media Relations:**

Vicki Granado, 214-840-5820