

ATLAS PIPELINE PARTNERS LP  
Form 8-K/A  
May 26, 2006

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

---

**FORM 8-K/A**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 13, 2006**

---

**Atlas Pipeline Partners, L.P.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-14998**  
(Commission File Number)

**23-3011077**  
(IRS Employer

Identification No.)

**311 Rouser Road, Moon Township, Pennsylvania**  
(Address of principal executive offices)

**15108**  
(Zip Code)

**Registrant's telephone number, including area code: (412) 262-2830**

---

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 (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 8-K/A

- .. 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.**

**Item 3.02. Unregistered Sales of Equity Securities.**

The Company exercised its right to require the Purchaser to purchase an additional 10,000 Preferred Units on the same terms. The closing occurred on May 19, 2006.

**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.

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

By: Atlas Pipeline Partners GP, LLC  
its General Partner

Dated: May 26, 2006

/s/ Michael L. Staines  
By: Michael L. Staines  
Title: President and Chief Operating Officer