

ATLAS PIPELINE PARTNERS LP
Form 8-K/A
June 25, 2008

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): June 17, 2008

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.)

Westpointe Corporate Center One, 1550 Coraopolis Heights Road,

15108

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Moon Township, PA
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: 412-262-2830

(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 (see General Instruction A.2. below):

- 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))

EXPLANATORY NOTE

This Form 8-K/A is filed as an amendment (Amendment No. 1) to the Current Report on Form 8-K filed by Atlas Pipeline Partners, L.P. (APL) on June 23, 2008 to include under Item 9.01, as Exhibit 23.2, a consent of KPMG LLP, independent registered public accounting firm, consenting to the incorporation by reference in the APL registration statement on Form S-3, registration no. 333-127961, financial statements filed by APL on Form 8-K/A on September 14, 2007.

All information contained in this Form 8-K/A is as of the original filing date of the Form 8-K filed June 23, 2008, and does not reflect any subsequent information or events other than as described above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

23.2 Consent of KPMG

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.

Dated: June 25, 2008

ATLAS PIPELINE PARTNERS, L.P.

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

By: /s/ Matthew A. Jones
Chief Financial Officer