

SUBURBAN PROPANE PARTNERS LP
Form 8-K
May 15, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 15, 2012

SUBURBAN PROPANE PARTNERS, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-14222
(Commission

File Number)

22-3410353
(IRS Employer

Identification No.)

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240 Route 10 West, Whippany,

New Jersey
(Address of Principal Executive Offices)
(973) 887-5300

07981
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 14, 2012 (after such meeting was adjourned on its originally scheduled date of May 1 due to a lack of quorum), Suburban Propane Partners, L.P. (the Partnership) held its regular Tri-Annual Meeting (the Meeting) of its limited partners (Unitholders).

At the Meeting, the Unitholders re-elected to the Board of Supervisors, for a three-year term, all six nominees proposed by the Board:

| Nominee | For | Withheld |
|----------------------|------------|-----------|
| Harold R. Logan, Jr. | 17,266,198 | 523,824 |
| John Hoyt Stookey | 17,143,449 | 646,573 |
| Dudley C. Mecum | 17,137,772 | 652,250 |
| John D. Collins | 16,236,035 | 1,553,987 |
| Jane Swift | 17,232,589 | 557,433 |
| Michael J. Dunn, Jr. | 15,886,084 | 1,903,938 |

At the Meeting, the Unitholders also approved the following proposals:

The approval of an advisory resolution approving executive compensation (commonly referred to as Say-on-Pay):

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 16,122,718 | 1,092,850 | 574,454 | 0 |

Adjournment of the Meeting, if necessary, to solicit additional proxies:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 13,953,108 | 3,443,334 | 393,580 | 0 |

Unitholders were also asked to approve at the Meeting two sets of amendments to the limited partnership agreements of the Partnership and its operating subsidiary, Suburban Propane, L.P. (the Existing Partnership Agreements). Although both sets of amendments received the approval of over 80% of the common units actually voted at the Meeting, due to the relatively small percentage of eligible common units that were actually voted, neither set of amendments received the necessary approval of a majority of the Partnership's outstanding common units. Therefore, neither set of amendments will be adopted by the Partnership:

The amendment of the Existing Partnership Agreements to potentially facilitate third party financing transactions:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 13,903,101 | 3,439,370 | 447,551 | 0 |

The amendment of the Existing Partnership Agreements to provide Delaware courts as the exclusive forum for disputes regarding the interpretation of the partnership agreements:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 14,104,383 | 3,271,215 | 414,424 | 0 |

Because the Partnership's partnership agreement provides for Tri-Annual Meetings of the Unitholders (once every 3 years), no proposal regarding the frequency of Say-on-Pay resolutions was presented to the Unitholders at the Meeting. The Partnership will, for so long as required by applicable law, include a Say-on-Pay proposal at each Tri-Annual Meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|----------------|---|
| 99.1 | Press Release of Suburban Propane Partners, L.P. dated May 15, 2012 setting forth results of voting at Meeting. |

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.

SUBURBAN PROPANE PARTNERS, L.P.

By: PAUL ABEL

Name: Paul Abel

Title: Vice President, Secretary and General Counsel

Date: May 15, 2012

EXHIBIT INDEX

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