

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) April 29, 2004

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

33-98490

06-1437793

(State or other jurisdiction of incorporation)

(IRS Employer Identification No.)

2187 Atlantic Street, Stamford, CT

06902

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (203) 328-7300

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Not Applicable

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(Former name or former address, if changed since last report.)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 99.1 A copy of the Star Gas Partners, L.P. Press Release dated April 29, 2004

ITEM 9. REGULATION FD DISCLOSURE

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 29, 2004, Star Gas Partners, L.P., a Delaware partnership (the "Partnership"), issued a press release describing its financial results for its fiscal second quarter ended March 31, 2004. A copy of the Partnership's press release has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report shall not be treated as "filed" for purposes of the Securities Exchange Act of 1934, as amended.

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.

STAR GAS PARTNERS, L.P.  
By: Star Gas LLC (General Partner)

By: /s/ James Bottiglieri

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Name: James Bottiglieri

Title: Vice President

Date: April 29, 2004

Star Gas Partners, L.P. Reports Fiscal 2004 Second Quarter Results;  
Declares Second Quarter Distribution

STAMFORD, Conn.--(BUSINESS WIRE)--April 29, 2004--Star Gas Partners, L.P. (the "Partnership" or "Star") (NYSE: SGU, SGH), a diversified home energy distributor and services provider specializing in heating oil and propane, today reported results for the fiscal 2004 second quarter and six months ended March 31, 2004. Star also declared its \$0.575 per unit Minimum Quarterly Distribution on all units for the quarter ended March 31, 2004, payable on May 14, 2004 to unitholders of record as of May 10, 2004.

For the three months ended March 31, 2004, Star's volume increased approximately 1% to 352 million gallons, versus 349 million gallons in the second quarter of fiscal 2003. This increase is primarily attributable to the effect of Star's acquisition of 11 companies since January 1, 2003, which more than offset the negative impact of changes in delivery scheduling, temperatures that were warmer in the second quarter of 2004 than the colder weather experienced in the comparable prior year period and net customer losses. Notwithstanding the effect of Star's acquisition program and 1.5 cents per gallon higher heating oil and propane gross profit margins, operating income declined by \$0.3 million to \$93.4 million. This was due to \$1.8 million in higher depreciation and amortization expense, as well as the effect of warmer weather, delivery patterns and account losses.

Net income for the three months ended March 31, 2004 declined to \$80.7 million, from \$83.2 million in the comparable period last year. This was primarily due to lower income from discontinued operations, relating to the Partnership's Total Gas & Electric subsidiary, which was sold on March 31, 2004, an increase in interest expense, as well as from the slight decline in operating income. Diluted net income per limited partner unit declined to \$2.27 per unit in the fiscal 2004 second quarter from \$2.53 in the comparable period in fiscal 2003 due to the decline in net income as well as the increased number of units outstanding used to finance Star's acquisition program and improve its capital structure.

EBITDA from continuing operations for the three months ended March 31, 2004 increased approximately 2% to \$108.0 million from \$106.3 million in the comparable period last year. The EBITDA from continuing operations increase was primarily attributable to Star's acquisition program and a gross profit margin increase.

During the quarter, the Partnership raised \$73.6 million by issuing \$35.0 million of its Senior Notes due 2013, at a premium to par for total proceeds of \$38.6 million, and by selling 1.495 million common units for \$35.0 million. The proceeds from these financings were used to repay amounts outstanding under the Partnership's acquisition facilities and to fund all scheduled debt amortizations for fiscal 2004. As a result of these financings, the Partnership had \$96.6 million available under its revolving acquisition facilities as of March 31, 2004.

Star also reported that on March 30, 2004, it purchased Tri-County Fuel Oil of Perth Amboy, NJ. Tri-County had 1,650 customers and 1.5 million gallons of annual volume.

For the six months ended March 31, 2004, volume increased 2% to 583 million gallons, versus 571 million gallons in the same period in fiscal 2003, despite 5% warmer temperatures than last year. This was due to the effect of the 13 companies acquired since October 1, 2003. Operating income for the six months ended March 31, 2004 increased approximately \$0.4 million to \$124.6 million, from \$124.2 million in the comparable period in 2003. This increase was due primarily to Star's acquisition program and an approximate 1.0 cent per gallon increase in per gallon gross profit margins. Higher depreciation and amortization of \$3.5 million largely relating to acquisitions reduced these increases.

Net income for the period increased approximately \$0.8 million to \$100.0 million, from \$99.2 million in the comparable period in fiscal 2003. This was primarily due to the aforementioned operating income increase, as well as the adoption in fiscal 2003 of SFAS No. 142 relating to accounting for goodwill and other intangibles, which reduced fiscal 2003 first half net income by \$3.9 million, offset by increased interest expense in fiscal 2004. Diluted net income per limited partner unit declined from \$3.02 in the first six months of fiscal 2003, to \$2.86 in the comparable period in fiscal 2004, due to an increase in the number of units outstanding relating to the

Partnerships acquisition program and its improved capital structure.

In commenting on this performance, Chairman Irik P. Sevin stated: "We are pleased by a) Star's continued aggressive, yet disciplined acquisition program; b) the initial benefits from the Petro Division's Business Process Redesign Program; and, c) the excellent performance of the propane division, which has successfully integrated nine acquisitions since October 1, 2003, while at the same time improving base business operations. In addition, Star's capital raising activities has improved its financial flexibility."

Mr. Sevin went on to note: "While we achieved certain benefits from the Petro Division's Business Process Redesign Program, they were not as significant as we had expected in this, the first year of its execution. However, we now have the foundation of a platform, which we believe will enable us to capitalize on Petro's unique size to build a brand in the highly fragmented home heating oil industry. This should enable us to eventually grow internally as well as through acquisitions. We are also pleased with having sold, for a slight gain, our TG&E subsidiary, which we believe did not fit with the Partnership's long-term strategy."

Star Gas Partners, L.P., is a leading distributor of home heating oil and propane. The Partnership is the nation's largest retail distributor of home heating oil and the nation's seventh largest retail propane distributor. Additional information is available at [www.star-gas.com](http://www.star-gas.com).

This news announcement contains certain forward-looking information that is subject to certain risks and uncertainties as indicated from time to time in the Partnership's 10-K, 10-Q, 8-K and other filings with the Securities and Exchange Commission. Included risks and uncertainties are the effects of the weather on the Partnership's financial results, competitive and propane and heating oil pricing pressures and other factors impacting the propane and home heating oil distribution industries.

STAR GAS PARTNERS, L.P. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except per unit data)

	Three Months Ended March 31,	
	2004	2003
Sales	\$ 625,389	\$ 628,704
Costs and expenses:		
Cost of sales	410,165	423,816
Operating expenses	107,254	98,392
Depreciation and amortization expenses	14,597	12,788
Operating income	93,373	93,708
Interest expense, net	(11,928)	(10,537)
Amortization of debt issuance costs	(774)	(554)
Loss on redemption of debt	-	(181)
Income from continuing operations before income taxes	80,671	82,436
Income tax expense	744	1,460
Income from continuing operations	79,927	80,976
Income from discontinued operations before gain on sale of TG&E segment, net of income taxes	496	2,187
Gain on sale of TG&E segment, net of income taxes	230	-
Net income	\$ 80,653	\$ 83,163
General Partner's interest in net income	\$ 739	\$ 832
Limited Partners' interest in net income	\$ 79,914	\$ 82,331
Net income per Limited Partner unit:		
Basic	\$ 2.27	\$ 2.54

Diluted	\$ 2.27	\$ 2.53
	=====	=====
Basic weighted average number of Limited Partner units outstanding	35,158	32,453
	=====	=====
Diluted number of Limited Partner units	35,158	32,561
	=====	=====

STAR GAS PARTNERS, L.P. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except per unit data)

	Six Months Ended March 31,	
	2004	2003
	-----	-----
Sales	\$ 1,043,406	\$ 1,000,035
Costs and expenses:		
Cost of sales	690,442	667,302
Operating expenses	199,350	183,063
Depreciation and amortization expenses	29,022	25,512
	-----	-----
Operating income	124,592	124,158
Interest expense, net	(22,747)	(18,826)
Amortization of debt issuance costs	(2,043)	(991)
Loss on redemption of debt	-	(181)
	-----	-----
Income from continuing operations before income taxes	99,802	104,160
Income tax expense	1,150	2,135
	-----	-----
Income from continuing operations	98,652	102,025
Income from discontinued operations before gain on sale of TG&E segment and cumulative effect of change in accounting principle, net of income taxes	1,083	1,078
Gain on sale of TG&E segment, net of income taxes	230	-
Cumulative effect of change in accounting principle for adoption of SFAS No. 142 for discontinued operations	-	(3,901)
	-----	-----
Net income	\$ 99,965	\$ 99,202
	=====	=====
General Partner's interest in net income	\$ 933	\$ 992
	=====	=====
Limited Partners' interest in net income	\$ 99,032	\$ 98,210
	=====	=====
Net income per Limited Partner unit:		
Basic	\$ 2.86	\$ 3.03
	=====	=====
Diluted	\$ 2.86	\$ 3.02
	=====	=====
Basic weighted average number of Limited Partner units outstanding	34,655	32,452
	=====	=====
Diluted number of Limited Partner units	34,655	32,560
	=====	=====

STAR GAS PARTNERS, L.P. AND SUBSIDIARIES  
SUPPLEMENTARY DATA  
(in thousands)

Earnings before interest, taxes, depreciation and amortization from continuing operations (EBITDA)

The Partnership uses EBITDA as a measure of liquidity and it is being included because the Partnership believes that it provides investors

and industry analysts with additional information to evaluate the Partnership's ability to pay quarterly distributions. EBITDA is not a recognized term under generally accepted accounting principles ("GAAP") and should not be considered as an alternative to net income/(loss) or net cash provided by operating activities determined in accordance with GAAP. Because EBITDA as determined by the Partnership excludes some, but not all of the items that affect net income/(loss), it may not be comparable to EBITDA or similarly titled measures used by other companies. The following table sets forth (i) the calculation of EBITDA and (ii) a reconciliation of EBITDA, as so calculated, to cash provided by operating activities:

	Three Months Ended March 31,	
	2004	2003
Income from continuing operations	\$ 79,927	\$ 80,976
Plus:		
Income tax expense	744	1,460
Amortization of debt issuance costs	774	554
Interest expense, net	11,928	10,537
Depreciation and amortization	14,597	12,788
EBITDA	\$ 107,970	\$ 106,315

	Six Months Ended March 31,	
	2004	2003
Income from continuing operations	\$ 98,652	\$ 102,025
Plus:		
Income tax expense	1,150	2,135
Amortization of debt issuance costs	2,043	991
Interest expense, net	22,747	18,826
Depreciation and amortization	29,022	25,512
EBITDA	153,614	149,489

Add/(subtract)		
Loss on redemption of debt	-	181
Income tax expense	(1,150)	(2,135)
Interest expense, net	(22,747)	(18,826)
Unit compensation expense	84	1,023
Provision for losses on accounts receivable	3,703	2,452
Loss (gain) on sales of fixed assets, net	(149)	54
Change in operating assets and liabilities	(175,934)	(214,348)
Net cash used in operating activities	\$ (42,579)	\$ (82,110)

	2004	2003
Total gallons sold:		
Three months ended March 31,	352,476	349,383
Six months ended March 31,	582,552	571,283

STAR GAS PARTNERS, L.P. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands)

Mar. 31, 2004	Sept. 30, 2003
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## ASSETS

## Current assets

Cash and cash equivalents	\$ 25,677	\$ 10,044
Receivables, net of allowance of \$9,344 and \$7,542, respectively	218,743	100,511
Inventories	55,911	38,561
Prepaid expenses and other current assets	46,200	51,470
Net current assets of discontinued operations	-	10,523
	-----	-----
Total current assets	346,531	211,109
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Property and equipment, net	254,082	261,867
Long-term portion of accounts receivables	7,114	7,145
Goodwill	273,350	272,740
Intangibles, net	187,255	201,468
Deferred charges and other assets, net	17,982	14,414
Net long-term assets of discontinued operations	-	6,867
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Total Assets	\$ 1,086,314	\$ 975,610
	=====	=====

## LIABILITIES AND PARTNERS' CAPITAL

## Current liabilities

Accounts payable	\$ 32,440	\$ 27,140
Working capital facility borrowings	85,100	12,000
Current maturities of long-term debt	22,586	22,847
Accrued expenses	81,764	82,356
Unearned service contract revenue	33,427	32,036
Customer credit balances	26,772	74,716
Net current liabilities of discontinued operations	-	7,569
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Total current liabilities	282,089	258,664
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Long-term debt	488,496	499,341
Other long-term liabilities	27,442	27,829

## Partners' Capital (Deficit)

Common unitholders	298,486	210,636
Subordinated unitholders	6,006	(57)
General partner	(2,523)	(3,082)
Accumulated other comprehensive loss	(13,682)	(17,721)
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Total Partners' capital	288,287	189,776
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Total Liabilities and Partners' Capital	\$ 1,086,314	\$ 975,610
	=====	=====

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