

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 30, 2003

STAR GAS PARTNERS, L.P.

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(Exact name of registrant as specified in its charter)

Delaware	33-98490	06-1437793
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (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) 328-7310  
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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 Press Release dated April 30, 2003

ITEM 9. REGULATION FD DISCLOSURE

The following information is being provided under Item 12:

On April 30, 2003, Star Gas Partners, L.P., a Delaware partnership (the "Partnership"), issued an earnings release describing results of operations for its fiscal six and three month periods ended March 31, 2002 and March 31, 2003. A copy of the Partnership's Press Release has been furnished as Exhibit 99.1 to this Current Report.

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 30, 2003

Star Gas Partners, L.P. Reports Record 2003 Second Quarter Results, Declares Regular Common Unit Distribution and a Significant Increase in Senior Subordinated Unit Distribution

STAMFORD, Conn.--(BUSINESS WIRE)--April 30, 2003--Star Gas Partners, L.P. (the "Partnership" or "Star") (NYSE:SGU) (NYSE:SGH), a diversified home energy distributor and services provider specializing in heating oil, propane, natural gas and electricity, today reported record results for the fiscal 2003 second quarter and the six months ended March 31, 2003.

Star also declared its \$0.575 per unit Minimum Quarterly Distribution on all units for the quarter ended March 31, 2003, increasing its quarterly distribution on its Senior Subordinated Units (SGH) from \$0.25 per unit to \$0.575 per unit, reinstating the distribution at that level on its Junior Subordinated and General Partner Units, and maintaining its regular quarterly distribution on its common units (SGU). The distribution on all units will be payable on May 15, 2003 to unitholders of record on May 13, 2003.

For the three months ended March 31, 2003, Star's sales increased 62.6% to a record \$668.8 million, versus \$411.3 million in the second quarter of fiscal 2002. This significant rise in sales resulted from a weather-related 28% volume increase as well as higher energy prices. Star's volume increase resulted from both the impact of colder temperatures as compared to last year on weather sensitive customers, as well as the Partnership's acquisition program. Net income increased 38.1% for the three months ended March 31, 2003 to \$83.2 million, from \$60.2 million for the three months ended March 31, 2002 as a result of improved operating income, partially offset by higher income taxes in the second quarter of fiscal 2003. Diluted net income per limited partner unit increased 21.1%, or \$.44 per unit, to \$2.53 per unit in the second quarter of fiscal 2003, compared to \$2.09 per unit in the second quarter of fiscal 2002, as a result of the net income growth partially being offset by a higher number of outstanding units.

Operating income for the three months ended March 31, 2003 increased 40.5% to approximately \$96.0 million, from approximately \$68.3 million in the fiscal 2002 second quarter. This was primarily due to the volume increase mentioned above and the impact of ten acquisitions consummated since January 1, 2002.

EBITDA for the three months ended March 31, 2003 increased 31.2% to \$108.7 million, versus \$82.8 million in the fiscal 2002 second quarter.

For the six months ended March 31, 2003, sales increased 51% to a record \$1.1 billion, compared to \$697.5 million in the same period in fiscal 2002, due to both volume expansion and higher energy prices. Net income for the period increased to \$99.2 million. Income before cumulative effect of change in accounting principle (adoption of SFAS No. 142) increased 43.8% to \$103.1 million, from \$71.7 million in the comparable period in fiscal 2002. This increase was primarily attributable to the operating income increase, offset by higher income taxes. Diluted net income per limited partner unit increased to \$3.02 per unit. Income before the cumulative effect of the change in accounting principle for the adoption of SFAS No. 142 increased per unit by 22.6% to \$3.14, versus \$2.56 in the comparable period in fiscal 2002, reflecting the increase in income, offset by an increase in units outstanding.

Operating income for the six months ended March 31, 2003 increased 38.7% over the comparable period in 2002 due primarily to a) volume increasing by approximately 28% due to colder temperatures; b) cost savings associated with the initial impact of the Petro Division's Business Process Redesign Improvement Program; c) 14 acquisitions consummated since October 1, 2001; and, d) a slight increase in per-gallon gross profit margins notwithstanding the historically high energy prices. In addition, the six-month operating income increase was mitigated by weather insurance, which provided the Partnership with \$9.0 million of proceeds in the first six months of fiscal 2002, and had approximately \$1.0 million higher premiums in the six months ended March 31, 2003 than the first six months of fiscal 2002.

EBITDA for the six months ended March 31, 2003 increased \$27.6 million to \$147.1 million. Included in EBITDA was a charge of \$3.9

million for the cumulative effect of change in accounting principle for the adoption of SFAS No. 142.

Star also reported that on April 8, 2003 it purchased the SICO Heating Oil Company of Mount Joy, Pennsylvania. SICO had 19,000 customers and 15.5 million gallons of annual volume.

The Partnership's heating oil division (Petro) announced today that, as part of its ongoing Business Process Redesign Improvement Program, it will be reducing administrative staff by approximately 19%, or 225 individuals over the next six months. In connection with this reduction, Star anticipates paying \$2.7 million of severance and other related costs for the remainder of fiscal 2003, but expects to benefit from estimated annual compensation savings of \$4.4 million beginning in fiscal 2004. This action is part of a comprehensive program to capitalize on Petro's unique size in the highly fragmented heating oil industry and to access technology in order to operate both more efficiently and with a higher degree of customer sensitivity. The Program, which has developed and evolved over the past five years, is anticipated to cost the Partnership \$25.9 million in total upon completion in the fourth quarter of fiscal 2004. Approximately \$2.0 million of this amount was expensed in fiscal 2002, while approximately \$6.9 million, including the severance costs discussed above, represents costs expected to be expensed in fiscal 2003. The Program also involves \$15.1 of technology investment, of which \$8.3 million has already been purchased. In fiscal 2004, \$1.9 million of additional items will be expensed. Upon its completion, it is anticipated that the Program will enhance operating income by approximately \$15.0 million on an annual basis, of which \$9 million is expected to be realized in 2004 with the remainder in 2005 and 2006. While it is hoped that these levels of savings will be realized, there can be no assurance that these amounts will actually be forthcoming, nor that other events will not offset the expected benefits.

In commenting on this performance, Chairman Irik P. Sevin indicated: "We are obviously extremely pleased with this past winter's performance. Although last year's very warm weather makes comparisons easy, it is gratifying that the Partnership was able to translate the colder temperatures into very attractive financial results. While weather was significantly colder than last heating season, temperatures were only 8.5% colder than normal in Star's areas of operations during the six months ended March 31, 2003, as reported by the National Oceanic and Atmospheric Administration. In addition to these favorable results, we are especially pleased with two major developments. First, was the major advance we took in Petro's ongoing Business Redesign Process Improvement Program. The concept of capitalizing on Petro's unique size by accessing technology and developing a more efficient organizational structure began over five years ago. This evolved into Petro's President, Angelo Catania, forming a team 15 months ago to develop an action plan to realize this concept. This Plan called for Petro to utilize a modern call center and centralized dispatch techniques similar to those employed by many operationally excellent companies in similar industries. Not only will this hopefully increase efficiency and further improve our product, but these moves will enable us to take advantage of the heating oil industry's fractionalized configuration to build a brand image to grow both organically and through acquisitions. While a highly detailed plan has been developed to execute this strategy over a reasonable timeframe, we realize that the ultimate benefits may not equal those anticipated and that unexpected events may impact our success.

"Second, has been the significant improvement in Star's capital structure. As a result of the three equity offerings consummated in fiscal 2002, and a \$200 million Rule 144A Senior Notes Offering in February 2003, Star is well financed. As of March 31, 2003, the Partnership had \$36 million of cash available for the Business Process Redesign Improvement Program and acquisitions, \$75 million of unutilized Bank Growth Facilities and Star has provided for all of its fiscal year 2003 debt maturities."

Star Gas Partners, L.P., is a leading distributor of home heating oil, propane and deregulated natural gas and electricity. The Partnership is the nation's largest retail distributor of home heating oil and the nation's seventh largest retail propane distributor. Star, through its wholly owned subsidiary Total Gas & Electric, also sells natural gas and electricity in the Northeast, Mid-Atlantic and Florida.

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, home heating oil, natural gas and electricity distribution industries.

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

	Three Months Ended March 31,	
	----- 2002 ----	2003 -----
Sales	\$ 411,285	\$ 668,820
Costs and expenses:		
Cost of sales	251,982	459,261
Operating expenses	76,466	100,678
Depreciation and amortization expenses	14,509	12,885
	-----	-----
Operating income	68,328	95,996
Interest expense, net	9,757	10,638
Amortization of debt issuance costs	307	554
Loss on redemption of debt	-	181
	-----	-----
Income before income taxes	58,264	84,623
Income tax expense (benefit)	(1,952)	1,460
	-----	-----
Net income	\$ 60,216	\$ 83,163
	=====	=====
General Partner's interest in net income	\$ 681	\$ 832
	=====	=====
Limited Partners' interest in net income	\$ 59,535	\$ 82,331
	=====	=====
Net income per Limited Partner Unit:		
Basic	\$ 2.09	\$ 2.54
	=====	=====
Diluted	\$ 2.09	\$ 2.53
	=====	=====
Basic weighted average number of Limited Partner units outstanding	28,506	32,453
	=====	=====
Diluted number of Limited Partner units	28,506	32,561
	=====	=====
Supplementary Data:		
Retail propane gallons sold	56,151	69,522
Home heating oil gallons sold	215,591	277,086
	-----	-----
Total gallons sold	271,742	346,608
	=====	=====
EBITDA (a)	\$ 82,837	\$ 108,700
	=====	=====

(a) EBITDA should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations), but provides additional information for evaluating the Partnership's ability to make the Minimum Quarterly Distribution. EBITDA is calculated as follows:

Net income	\$ 60,216	\$ 83,163
Plus:		
Income tax expense (benefit)	(1,952)	1,460
Amortization of debt issuance costs	307	554
Interest expense, net	9,757	10,638
Depreciation and amortization	14,509	12,885

EBITDA	\$ 82,837	\$ 108,700
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STAR GAS PARTNERS, L.P. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER DATA  
(in thousands, except per unit data)

	Six Months Ended March 31,	
	2002	2003
Sales	\$ 697,508	\$ 1,053,800
Costs and expenses:		
Cost of sales	436,229	714,608
Operating expenses	141,833	188,041
Depreciation and amortization expenses	29,012	25,733
Operating income	90,434	125,418
Interest expense, net	19,901	19,008
Amortization of debt issuance costs	619	991
Loss on redemption of debt	-	181
Income before income taxes and cumulative effect of change in accounting principle	69,914	105,238
Income tax expense (benefit)	(1,805)	2,135
Income before cumulative effect of change in accounting principle	71,719	103,103
Cumulative effect of change in accounting principle for adoption of SFAS No. 142	-	(3,901)
Net income	\$ 71,719	\$ 99,202
General Partner's interest in net income	\$ 820	\$ 992
Limited Partners' interest in net income	\$ 70,899	\$ 98,210
Net income per Limited Partner Unit:		
Basic	\$ 2.57	\$ 3.03
Diluted	\$ 2.56	\$ 3.02
Basic weighted average number of Limited Partner units outstanding	27,623	32,452
Diluted number of Limited Partner units	27,686	32,560
Supplementary Data:		
Retail propane gallons sold	95,840	122,139
Home heating oil gallons sold	346,650	444,476
Total gallons sold	442,490	566,615
EBITDA (a)	\$ 119,446	\$ 147,069

(a) EBITDA should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations), but provides additional information for evaluating the Partnership's ability to make the Minimum Quarterly Distribution. EBITDA is calculated as follows:

Net income	\$ 71,719	\$ 99,202
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Plus:		
Income tax expense (benefit)	(1,805)	2,135
Amortization of debt issuance costs	619	991
Interest expense, net	19,901	19,008
Depreciation and amortization	29,012	25,733
	-----	-----
EBITDA	\$ 119,446	\$ 147,069
	=====	=====

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

	Sept. 30, 2002 ----	March 31, 2003 ----
ASSETS		
Current assets		
Cash and cash equivalents	\$ 61,481	\$ 69,142
Receivables, net of allowance of \$8,282 and \$11,428, respectively	83,452	260,101
Inventories	39,453	56,826
Prepaid expenses and other current assets	37,815	39,020
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Total current assets	222,201	425,089
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Property and equipment, net	241,892	239,275
Long-term portion of accounts receivables	6,672	6,892
Goodwill	264,551	260,650
Intangibles, net	193,370	180,219
Deferred charges and other assets, net	15,080	14,192
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Total Assets	\$ 943,766	\$ 1,126,317
	=====	=====
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities		
Accounts payable	\$ 20,360	\$ 53,520
Working capital facility borrowings	26,195	135,600
Current maturities of long-term debt	72,113	23,759
Accrued expenses	69,444	78,408
Unearned service contract revenue	30,549	27,655
Customer credit balances	70,583	18,125
	-----	-----
Total current liabilities	289,244	337,067
	-----	-----
Long-term debt	396,733	470,301
Other long-term liabilities	25,525	27,340
Partners' capital		
Common unitholders	242,696	297,200
Subordinated unitholders	3,105	12,942
General partner	(2,710)	(1,718)
Accumulated other comprehensive loss	(10,827)	(16,815)
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Total Partners' capital	232,264	291,609
	-----	-----
Total Liabilities and Partners' Capital	\$ 943,766	\$ 1,126,317
	=====	=====

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