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) February 4, 2003

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)

(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) 328-7300

Not Applicable

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

Item 5. Other Events

On February 4, 2003, Star Gas Partners, L.P., a Delaware limited partnership (the "Partnership"), announced the pricing of its previously announced offering of \$200 million Senior Notes due 2013 (the "Notes"). The Notes will accrue interest at a rate of 10.25% and were priced at 98.466% for total gross proceeds of \$196,932,000. The net proceeds from the offering will be used to repay senior secured indebtedness as well as provide for general Partnership purposes including acquisitions.

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1. Press Release dated February 4, 2003.

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)

/s/ JAMES BOTTIGLIERI

James Bottiglieri Vice President February 6, 2003

Name: Title:

By:

Date:

Exhibit 99.1



News Announcement

CONTACT:

Richard F. Ambury Treasurer 203/328-7300

FOR IMMEDIATE RELEASE

Robert L. Rinderman, Purdy Tran Jaffoni & Collins Incorporated 212/835-8500 or SGU@jcir.com

STAR GAS PARTNERS PRICES \$200 MILLION SENIOR NOTES ISSUE

STAMFORD, CT (February 4, 2003) — Star Gas Partners, L.P. (the "Partnership" or "Star") (NYSE; SGU, SGH), a diversified home energy distributor and services provider specializing in heating oil, propane, natural gas and electricity, today announces the pricing of its previously announced offering of \$200 million Rule 144A Senior Notes due 2013 (the "Notes"). The Notes will accrue interest at a rate of 10.25% and were priced at 98.466% for total gross proceeds of \$196,932,000. The net proceeds from the offering will be used to repay senior secured indebtedness as well as provide for general Partnership purposes including acquisitions.

The notes were offered to qualified institutional buyers in accordance with Rule 144A and outside the United States in accordance with Regulation S under the Securities Act of 1933. The notes have not been registered under the Securities Act and may not be offered or sold in the United States without appropriate registration or pursuant to an applicable exemption from the Securities Act registration requirements.

This news release is for informational purposes only and does not constitute an offer to sell or a solicitation of offers to buy the notes, and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offering would be unlawful.

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 heating oil pricing pressures and other factors impacting the propane, home heating oil, natural gas and electricity distribution industries.

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