

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) January 22, 2003

STAR GAS PARTNERS, L.P.

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(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

33-98490

(Commission File Number)

06-1437793

(IRS Employer  
Identification No.)

2187 Atlantic Street, Stamford, CT

(Address of principal executive offices)

06902

(Zip Code)

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

Not Applicable

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

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**Item 5. Other Events**

On January 22, 2003, Star Gas Partners, L.P., a Delaware limited partnership (the “Partnership”), issued a Press Release to announce a proposed Rule 144A offering of Senior Notes due 2013.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

1. Press Release dated January 22, 2003.

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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  
Name: James Bottiglieri  
Title: Vice President

Date: January 23, 2003

**News Announcement**

**CONTACT:**

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**FOR IMMEDIATE RELEASE**

**STAR GAS PARTNERS, L.P. ANNOUNCES PROPOSED  
\$200 MILLION SENIOR NOTES ISSUE**

STAMFORD, CT (January 22, 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 announced its intention to raise \$200.0 million through a Rule 144A offering of Senior Notes due 2013. 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 will be 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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