

Tallgrass Energy Partners, LP  
Form POSASR  
July 02, 2018

As filed with the Securities and Exchange Commission on July 2, 2018

Registration No. 333-205781

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to**

**Form S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Tallgrass Energy Partners, LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**4200 W. 115th Street, Suite 350**

**46-1972941**  
**(IRS Employer**  
**Identification No.)**

**Leawood, Kansas 66211**

**(913) 928-6060**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Christopher R. Jones**

**4200 W. 115th Street, Suite 350**

**Leawood, Kansas 66211**

**(913) 928-6060**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**Mollie Duckworth**

**Baker Botts L.L.P.**

**98 San Jacinto Blvd., Suite 1500**

**Austin, Texas 78701**

**(512) 322-2551**

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **EXPLANATORY NOTE**

### **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (the "Registration Statement"), File No. 333-205781, of Tallgrass Energy Partners, LP, a Delaware limited partnership ("TEP"), filed with the Securities and Exchange Commission on July 21, 2015. The Registration Statement registered the offer and sale from time to time of an indeterminate number of common units representing limited partner interests in TEP ("Common Units"), preferred units representing limited partner interests in TEP ("Preferred Units"), and partnership securities representing limited partner interests in TEP ("Partnership Securities") and, together with Common Units and Preferred Units, the Securities).

On June 30, 2018, pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018, by and among Tallgrass Energy GP, LP ("TEGP"), Tallgrass Equity, LLC ("Tallgrass Equity"), TEP, Razor Merger Sub, LLC ("Merger Sub") and Tallgrass MLP GP, LLC, Merger Sub merged with and into TEP, with TEP surviving the merger as a wholly owned subsidiary of Tallgrass Equity and its subsidiaries (the "Merger"). Each outstanding Common Unit (except for any Common Units owned by Tallgrass Equity, Tallgrass Equity Investments, LLC, and TEP) was converted into the right to receive 2.0 Class A shares representing limited partner interests in TEGP.

In connection with the Merger, TEP has terminated all offerings of Securities pursuant to the Registration Statement. In accordance with an undertaking made by TEP in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance and remain unsold at the termination of such offering, TEP hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered and remaining unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, State of Kansas, on July 2, 2018.

**TALLGRASS ENERGY PARTNERS, LP**

By: Tallgrass MLP GP, LLC,  
its general partner

By: /s/ David G. Dehaemers, Jr.  
David G. Dehaemers, Jr.  
President and Chief Executive  
Officer

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.