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HEARTLAND PARTNERS L P
Form 8-K
April 26, 2006

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 20, 2006

Heartland Partners, L.P.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--------------------------|---|
| Delaware | 1-10520 | 36-3606475 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|---|------------|
| 53 W. Jackson Blvd., Suite 1150 Chicago, Illinois | 60604 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (312) 834-0592

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS

ITEM 1.03. BANKRUPTCY OR RECEIVERSHIP.

Heartland Partners, L.P. (the "Company") and its affiliates are planning on dissolving and liquidating by filing, in the near future, voluntary petitions under the provisions of chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court, Northern District of Illinois. The Company and its affiliates anticipate being "debtors-in-possession" under the jurisdiction of the bankruptcy court and in accordance with the applicable provisions of the

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Bankruptcy Code and the orders of the bankruptcy court.

The complete text of the press release announcing the anticipated dissolution and liquidation by filing bankruptcy is attached as Exhibit 99.1 to this current report on Form 8-K.

SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.01. CHANGES IN CONTROL OF REGISTRANT.

On April 20, 2006, Lawrence S. Adelson, Richard P. Brandstatter, Thomas F. Power and George Lightbourn transferred all of the stock of CMC/Heartland Partners Holdings, Inc. to Le Petomane XIX, Inc. for \$100.

ITEM 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On April 20, 2006, Richard P. Brandstatter, Thomas F. Power and George Lightbourn resigned as directors of CMC/Heartland Partners Holdings, Inc.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| EXHIBIT | DESCRIPTION |
|---------|---|
| 99.1 | Press Release of Heartland Partners, L.P. dated April 26, 2006 (furnished not filed). |

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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.

HEARTLAND PARTNERS, L.P.

By: CMC/HEARTLAND PARTNERS HOLDINGS, INC.,
its General Partner

Date: April 26, 2006

By: /s/ Lawrence S. Adelson

Name: Lawrence S. Adelson
Title: President

EXHIBIT INDEX

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|---------|--|
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