

ATLAS PIPELINE PARTNERS LP  
Form 8-K/A  
May 26, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K/A**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 13, 2006

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**Atlas Pipeline Partners, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**1-14998**  
(Commission File Number)

**23-3011077**  
(IRS Employer

Identification No.)

**311 Rouser Road, Moon Township, Pennsylvania**  
(Address of principal executive offices)

**15108**  
(Zip Code)

Registrant's telephone number, including area code: (412) 262-2830

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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 (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

**Item 3.02. Unregistered Sales of Equity Securities.**

The Company exercised its right to require the Purchaser to purchase an additional 10,000 Preferred Units on the same terms. The closing occurred on May 19, 2006.

**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, thereunto duly authorized.

**ATLAS PIPELINE PARTNERS, L.P.**

By: Atlas Pipeline Partners GP, LLC  
its General Partner

Dated: May 26, 2006

/s/ Michael L. Staines  
By: Michael L. Staines  
Title: President and Chief Operating Officer