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ATLAS PIPELINE PARTNERS LP

Form 8-K

April 08, 2004

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 2, 2004

ATLAS PIPELINE PARTNERS, L.P.  
(Exact name of registrant as specified in its charter)

Delaware ----- (State of incorporation or organization)	1-14998 ----- (Commission File Number)	23-3011077 ----- (I.R.S. Employer Identification No.)
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311 Rouser Road, Moon Township, Pennsylvania 15108  
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(Address of principal executive offices) (Zip code)

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

Item 5. Other Events.  
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In connection with its registration statement (SEC Registration No. 333-113523), Atlas Pipeline Partners, L.P. received the auditors' consent attached hereto, which constitutes Exhibit 23.1 thereof. In connection with its public offering of up to 862,500 common units pursuant to the registration statement, Atlas Pipeline Partners, L.P. received the legal opinions attached hereto, which constitute Exhibits 5.1 and 8.1, respectively, of the registration statement, and entered into the underwriting agreement attached hereto, which constitutes Exhibit 1.1 of the registration statement.

Item 7. Financial Statements and Exhibits  
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(c) Exhibits

1.1 Underwriting Agreement dated April 7, 2004.

5.1 Opinion of Ledgewood Law Firm, P.C. as to the legality of the securities being registered.

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- 8.1 Opinion of Ledgewood Law Firm, P.C. relating to tax matters.
- 23.1 Consent of Grant Thornton LLP

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.

ATLAS PIPELINE PARTNERS, L.P.

By: Atlas Pipeline Partners GP, LLC  
Its General Partner

Date: April 8, 2004

By: /s/ Steven J. Kessler  
Chief Financial Officer