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SUBURBAN PROPANE PARTNERS LP  
Form S-3MEF  
June 13, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 13, 2003.  
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

SUBURBAN PROPANE PARTNERS, L.P.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

5984  
(PRIMARY STANDARD INDUSTRIAL  
CLASSIFICATION CODE NUMBER)

22-3410353  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

240 ROUTE 10 WEST  
WHIPPANY, NJ 07981  
(973) 887-5300  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

-----  
JANICE G. MEOLA, ESQ.  
GENERAL COUNSEL  
SUBURBAN PROPANE PARTNERS, L.P.  
240 ROUTE 10 WEST  
WHIPPANY, NJ 07981  
(973) 887-5300  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

-----  
COPIES TO:

STEPHEN H. COOPER, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NEW YORK 10153  
(212) 310-8000

PAUL JACOBS, ESQ.  
NEIL GOLD, ESQ.  
FULBRIGHT & JAWORSKI L.L.P.  
666 FIFTH AVENUE  
NEW YORK, NEW YORK 10103  
(212) 318-3000

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 APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.  
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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, please 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. [X] 333-104415

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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 CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF<br>SECURITIES TO BE REGISTERED<br>----- | AMOUNT TO BE<br>REGISTERED (1)<br>----- | PROPOSED<br>MAXIMUM<br>OFFERING<br>PRICE PER<br>UNIT<br>----- | PROPO<br>MAXIM<br>AGGREG<br>OFFER<br>PRICE<br>----- |
|--|---|---|---|
| Common Units representing limited partnership interests.....   | 2,624,875                               | \$29.00   | \$76,1  |

- (1) Includes 342,375 common units subject to underwriters' over-allotment option.
- (2) This Registration Statement relates to the Registrant's Registration Statement on Form S-3 (Registration No. 333-104415) (the 'Prior Registration Statement'). In accordance with Rule 462(b) of the Securities and Exchange Commission's Rules and Regulations under the Securities Act of 1933, as amended, the proposed maximum aggregate offering price of securities eligible to be sold under the Prior Registration Statement (\$70,000,000) is carried forward to this Registration Statement, and an additional amount of securities, having a proposed maximum aggregate offering price of \$6,121,375 is registered hereby.
- (3) \$496 is paid pursuant to this Registration Statement. The remaining \$5,665 is carried forward from the Prior Registration Statement, for which a filing fee in such amount was paid at the time of registration.

IN ACCORDANCE WITH RULE 462(b) OF THE SECURITIES AND EXCHANGE COMMISSION'S RULES AND REGULATIONS UNDER THE SECURITIES ACT OF 1933, AS AMENDED, THIS

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REGISTRATION STATEMENT INCORPORATES BY REFERENCE THE REGISTRANT'S REGISTRATION STATEMENT ON FORM S-3 (REGISTRATION NO. 333-104415) TO WHICH THIS REGISTRATION STATEMENT RELATES.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Whippany, State of New Jersey, on June 12, 2003.

SUBURBAN PROPANE PARTNERS, L.P.

By: \*  
 .....  
 MARK A. ALEXANDER  
 PRESIDENT, CHIEF EXECUTIVE OFFICER  
 AND APPOINTED SUPERVISOR

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE<br>-----                 | TITLE<br>-----   | DATE<br>----- |
|------------------------------------|--|---------------|
| *<br>.....<br>MARK A. ALEXANDER    | President and Chief Executive<br>Officer; Appointed Member of the<br>Board of Supervisors (Principal<br>Executive Officer) | June 12, 2003 |
| *<br>.....<br>ROBERT M. PLANTE     | Vice President -- Finance<br>(Principal Financial Officer)   | June 12, 2003 |
| *<br>.....<br>MICHAEL J. DUNN, JR. | Senior Vice President -- Corporate<br>Development; Appointed Member of<br>the Board of Supervisors                         | June 12, 2003 |
| *<br>.....<br>JOHN HOYT STOOKEY    | Elected Member and Chairman of the<br>Board of Supervisors   | June 12, 2003 |
| *<br>.....<br>HAROLD R. LOGAN, JR. | Elected Member of the Board of<br>Supervisors  | June 12, 2003 |
| *<br>.....                         | Elected Member of the Board of<br>Supervisors  | June 12, 2003 |

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DUDLEY C. MECUM

/s/ MICHAEL A. STIVALA

Controller (Principal Accounting Officer)

June 12, 2003

.....  
MICHAEL A. STIVALA

\*By: /s/ JANICE G. MEOLA

.....  
JANICE G. MEOLA  
ATTORNEY-IN-FACT

EXHIBITS

The following is a complete list of Exhibits filed as part of this Registration Statement, which are incorporated herein.

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----   |
|----------------------|--|
| 1.1                  | -- Form of Underwriting Agreement.*  |
| 2.1                  | -- Recapitalization Agreement dated as of November 27, 1998 by and among Suburban, the Operating Partnership, the general partner, Millennium Chemicals, Inc. and Suburban Energy Services Group LLC (filed as Exhibit 2.1 to Suburban's Current Report on Form 8-K filed December 3, 1998).** |
| 3.1                  | -- Second Amended and Restated Agreement of Limited Partnership of Suburban Propane Partners, L.P. dated as of May 26, 1999 (filed as Exhibit 3(a) to Suburban's Quarterly Report on Form 10-Q filed August 10, 1999).**   |
| 3.2                  | -- Second Amended and Restated Agreement of Limited Partnership of Suburban Propane, L.P. dated as of May 26, 1999 (filed as Exhibit 3(b) to Suburban's Quarterly Report on Form 10-Q filed August 10, 1999).**  |
| 5.1                  | -- Opinion of Weil, Gotshal & Manges LLP as to the legality of the securities registered hereby.   |
| 8.1                  | -- Form of opinion of Weil, Gotshal & Manges LLP as to tax matters.*   |
| 21.1                 | -- Listing of Subsidiaries of Suburban (filed as Exhibit 21.1 to Suburban's Annual Report on Form 10-K for the fiscal year ended September 28, 2002).**  |
| 23.1                 | -- Consent of Independent Accountants.   |
| 23.2                 | -- Consent of Weil, Gotshal & Manges LLP (to be included in the Opinion filed as Exhibit 5.1).   |
| 23.3                 | -- Consent of Weil, Gotshal & Manges LLP (included in the Opinion filed as Exhibit 8.1).*  |
| 24.1                 | -- Power of Attorney (included on signature page to Registration Statement).*  |

\* Previously filed in connection with Registration on Form S-3 (Registration No. 333-104415) and incorporated by reference.

\*\* Incorporated by reference.

