

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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ALL STAR GAS CORP

CIK: **922404** | IRS No.: **431494323** | State of Incorporation: **MO** | Fiscal Year End: **0630**
Type: **8-K** | Act: **34** | File No.: **033-53343** | Film No.: **1523781**
SIC: **5900** Miscellaneous retail

Mailing Address
119 WEST COMMERCIAL
STREET
P O BOX 303
LEBANON MO 65536

Business Address
119 WEST COMMERCIAL ST
P O BOX 303
LEBANON MO 65536
4175323103

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

February 2, 2001

Date of report (Date of earliest event reported)

All Star Gas Corporation

(Exact Name of Registrant as Specified in Charter)

Missouri

1-11393

43-1494323

(State of
Incorporation)

(Commission File No.)

(IRS Employer
Identification No.)

P.O. Box 303
119 West Commercial Street
Lebanon, Missouri 65536

(Address of Principal Executive Offices and Zip Code)

(417) 532-3103

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

A copy of the Press Release issued by All Star Gas Corporation on February 2, 2001 is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

99.1 Press Release issued by All Star Gas Corporation on February 2, 2001.

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.

Dated: February 2, 2001

ALL STAR GAS CORPORATION

By: /s/ Valeria Schall

Name: Valeria Schall

Title: Executive Vice President

PRESS RELEASE

February 2, 2001 - All Star Gas Corporation announced today that the Offer to Exchange (the "Offer") dated November 2, 2000 with respect to its 12 7/8% Senior Secured Notes due 2000 (the "Old Notes"), which expires at 5:00 p.m., Eastern Standard time, on February 16, 2001 (the "Expiration Date"), has been amended pursuant to the terms of the Supplement One dated February 2, 2001 (the "Supplement One"). Pursuant to the terms of the Supplement One, the Company is offering to exchange an aggregate principal amount of \$53,063,600 of its 11% Senior Secured Notes due 2003 (the "New Notes") for all of the issued and outstanding \$50,880,000 principal amount of its Old Notes from the registered holders thereof. The New Notes will bear interest from December 1, 2000 at the rate of 11% per annum, payable on March 30, 2001 and on each June 30, September 30, December 30 and March 30 thereafter. The additional principal amount of New Notes will be distributed to tendering holders on a pro-rata basis. As of 5:00 p.m., Eastern Standard time, December 1, 2000, the entire \$50,880,000 outstanding principal amount of the Old Notes had been tendered, and as of 9:00 a.m., Eastern Standard time, February 2, 2001, \$120,000 of the tenders of the Old Notes had been withdrawn. Tenders of Old Notes pursuant to the Offer may be withdrawn at any time prior to the Expiration Date.

All Star Gas Corporation is soliciting the holders of the entire outstanding principal amount of the Old Notes for consent to the terms of Supplement One.

This press release contains statements that are forward looking. These statements are not projections or assured results.

For additional information contact Valeria Schall, All Star Gas Corporation, 417- 532-3103.