

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **2006-08-03**
SEC Accession No. **0001193125-06-161020**

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SUBJECT COMPANY

Atlas Pipeline Holdings, L.P.

CIK: **1347218** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D** | Act: **34** | File No.: **005-81942** | Film No.: **061002693**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
311 ROUSER ROAD
MOON TOWNSHIP PA 15108

Business Address
311 ROUSER ROAD
MOON TOWNSHIP PA 15108
4122622830

FILED BY

ATLAS AMERICA INC

CIK: **1279228** | IRS No.: **510404430** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
311 ROUSER ROAD
MOONTOWNSHIP PA 15108

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ATLAS PIPELINE HOLDINGS, L.P.

(Name of Issuer)

COMMON UNITS REPRESENTING LIMITED PARTNER INTERESTS

(Title of Class of Securities)

04939R 10 8

(CUSIP Number)

311 Rouser Road
Moon Township, PA 15108
(412) 262-2830

with a copy to:

Lisa Washington
Chief Legal Officer and Secretary
Atlas America, Inc.
1845 Walnut Street, Suite 1000
Philadelphia, PA 19103
(215) 546-5005

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 26 , 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Atlas America, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

17,500,000 Common Units of Atlas Pipeline Holdings, L.P.

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

17,500,000 Common Units of Atlas Pipeline Holdings, L.P.

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,500,000 Common Units of Atlas Pipeline Holdings, L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

82.9%

14 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS

Item 1. Security and Issuer.

This statement relates to the common units representing limited partner interests (the “Common Units”) of Atlas Pipeline Holdings, L.P. (the “Partnership”), which has its principal executive offices at 311 Rouser Road, Moon Township, PA 15108. The total number of Common Units reported as beneficially owned in this Schedule 13D is 17,500,000, which constitutes approximately 82.9% of the total number of Common Units outstanding.

Item 2. Identity and Background.

This statement is filed by Atlas America, Inc., a Delaware corporation (the “Reporting Person”). The Reporting Person is an energy company engaged in the development and production of natural gas and oil and its principal office is located at 311 Rouser Road, Moon Township, PA 15108.

(d) and (e) During the last five years, the Reporting Person, nor to the best knowledge of such person, none of the individuals named in Appendix A to this Statement, (i) have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor (ii) have been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, and is or was, as a result of such proceeding, subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such law.

Item 3. Source and Amount of Funds of Other Consideration.

On July 26, 2006, the Reporting Person entered into a Contribution and Conveyance Agreement pursuant to which the Partnership contributed substantially all of the proceeds the Partnership received from its initial public offering as well as 17,500,000 Common Units to the Reporting Person in exchange for the 2.0% general partner interest, incentive distribution rights and 1,641,026 common units, each representing partnership interests in Atlas Pipeline Partners, L.P. (NYSE: APL).

Item 4. Purpose of Transaction.

The Reporting Person acquired its beneficial ownership of the Common Units for investment purposes.

The Reporting Person has no plans or proposals which relate or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of the securities of the issuer;
- (b) An extraordinary corporate transaction such as a merger, reorganization, or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Partnership or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Partnership, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Partnership;
- (f) Any other material change in the Partnership’s business or corporate structure;
- (g) Changes in the Partnership’s charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Partnership by any person;
- (h) Causing a class of securities of the Partnership to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Partnership becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) There were 21,100,000 Common Units outstanding as of July 31, 2006. The Reporting Person is deemed to be the beneficial owner of 17,500,000 Common Units, which constitute approximately 82.9% of the total issued and outstanding Common Units issued and outstanding.

(b) The number of Common Units as to which there is sole power to vote or to direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for the Reporting Person is set forth on the cover pages of this Statement on Schedule 13D, and such information is incorporated herein by reference.

(c) The Reporting Person has not acquired any Common Units of the Partnership during the past sixty days, other than the acquisition reported herein.

(d) The Reporting Person has the right to receive distributions from, and the proceeds of sale of, the Common Units reported by such persons on the cover pages of this Statement on Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

The 17,500,000 Common Units held by the Reporting Person were acquired in a private placement and are restricted securities. Certain transfer restrictions on the Reporting Person's Common Units and registration rights granted by the Partnership are set forth in the Amended and Restated Agreement of Limited Partnership of the Partnership, a copy of the form of which is incorporated by reference to this Schedule 13D.

Item 7. Material to be Filed as Exhibits.

- Exhibit A: Amended and Restated Agreement of Limited Partnership of Atlas Pipeline Holdings, L.P., filed as Exhibit 3.2 to the Partnership's Form S-1, as amended, filed with the Securities and Exchange Commission (registration no. 333-130999).
- Exhibit B: Contribution and Conveyance Agreement, filed as Exhibit 3.6 to the Partnership's Form S-1, as amended, filed with the Securities and Exchange Commission (registration no. 333-130999).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

ATLAS AMERICA

By:

/s/ Lisa Washington

Name: Lisa Washington

Title: Chief Legal Officer and Secretary

APPENDIX AExecutive Officers and Directors of Atlas America, Inc.

<u>Name</u>	<u>Position</u>
Edward E. Cohen	Chairman, Chief Executive Officer and President
Jonathan Z. Cohen	Vice Chairman
Matthew A. Jones	Chief Financial Officer
Frank P. Carolas	Executive Vice President
Freddie M. Kotek	Executive Vice President
Jeffrey C. Simmons	Executive Vice President
Michael L. Staines	Executive Vice President
Nancy J. McGurk	Senior Vice President and Chief Accounting Officer
Carlton M. Arrendell	Director
William R. Bagnell	Director
Donald W. Delson	Director
Nicholas A. DiNubile	Director
Dennis A. Holtz	Director

EXHIBIT INDEX

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