

Edgar Filing: INERGY L P - Form FWP

INERGY L P  
Form FWP  
September 08, 2010  
Filed pursuant to Rule 433

Registration Statement No. 333-158066

September 8, 2010

**Inergy, L.P.**

**Pricing Sheet September 8, 2010**

**10,250,000 Common Units Representing Limited Partner Interests**

This free writing prospectus relates only to the securities described below and should be read together with the preliminary prospectus supplement dated September 7, 2010 and the prospectus dated September 10, 2009 relating to these securities.

<b>Offering price:</b>	\$35.60 per common unit
<b>Option to purchase additional units:</b>	1,537,500 additional common units (30 days)
<b>Proceeds, net of underwriting discounts and expenses:</b>	\$350.2 million (excluding option to purchase additional common units) or \$402.8 million (including exercise of option to purchase additional common units)
<b>Trade Date:</b>	September 8, 2010
<b>Settlement Date:</b>	September 13, 2010
<b>Issuer Symbol:</b>	NRGY
<b>Exchange:</b>	NYSE
<b>CUSIP:</b>	456615103
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc.  Citigroup Global Markets Inc.  J.P. Morgan Securities LLC  Morgan Stanley & Co. Incorporated  Wells Fargo Securities, LLC
<b>Senior Co-Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated  Credit Suisse Securities (USA) LLC  Raymond James & Associates, Inc.  UBS Securities LLC
<b>Junior Co-Managers:</b>	Morgan Keegan & Company, Inc.  Stifel, Nicolaus & Company, Incorporated  Wunderlich Securities, Inc.

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Inergy, L.P. intends to use the net proceeds from this offering (and the net proceeds from any exercise of the underwriters' option to purchase additional common units) to repay borrowings under their revolving general partnership and working capital facilities and to fund a portion of the purchase price of their pending acquisitions.

*Inergy, L.P. has filed a registration statement (including a prospectus) on Form S-3 with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus supplement to the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about Inergy, L.P. and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the underwriters or any dealer participating in the offering will arrange to send you the prospectus and the related prospectus supplement if you request them by calling Barclays Capital at 1-888-603-5947, by calling Citi at 1-800-831-9146, by calling J.P. Morgan at 1-866-803-9204, by calling Morgan Stanley toll-free at 1-866-718-1649 or by calling Wells Fargo Securities at 1-800-326-5897.*