

INERGY L P  
Form POS AM  
November 18, 2010

As filed with the Securities and Exchange Commission on November 18, 2010

Registration No. 333-131742

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

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**INERGY, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**43-1918951**  
(I.R.S. Employer  
Identification Number)

**Two Brush Creek Boulevard, Suite 200**

**Kansas City, Missouri 64112**

**(816) 842-8181**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**R. Brooks Sherman, Jr.**

**Two Brush Creek Boulevard, Suite 200**

**Kansas City, Missouri 64112**

**(816) 842-8181**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Gillian A. Hobson**

**Vinson & Elkins L.L.P.**

**First City Tower**

**1001 Fannin Street, Suite 2500**

**Houston, Texas 77002**

**(713) 758-2222**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: "

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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, 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. "

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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 (this Post-Effective Amendment ) relates to the Registration Statement of Inergy, L.P. ( Inergy ) on Form S-3 (File No. 333-131742) filed with the Securities and Exchange Commission (the SEC ) and declared effective by the SEC on August 24, 2009 (the Registration Statement ), which registered 919,349 common units representing limited partner interests in Inergy ( Common Units ) that were owned by Inergy Holdings, L.P. ( Holdings ).

On November 5, 2010, pursuant to the First Amended and Restated Agreement and Plan of Merger, dated as of September 3, 2010, by and among Inergy, Inergy GP, LLC, Holdings, Inergy Holdings GP, LLC, NRGP Limited Partner, LLC and NRGP MS, LLC ( MergerCo ), MergerCo merged with and into Holdings (the Merger ). In connection with the Merger and as a component of the merger consideration, Holdings distributed all Common Units owned by it to its former unitholders, which are registered on the registration statement of Inergy on Form S-4 (File No. 333-169220) filed with the SEC and declared effective by the SEC on September 30, 2010.

Accordingly, Inergy is filing this Post-Effective Amendment to terminate the effectiveness of the Registration Statement and, in accordance with an undertaking made by Inergy in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any Common Units that had been registered for issuance but remain unsold at the termination of the offering, remove from registration any and all Common Units registered but unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on November 18, 2010.

**INERGY, L.P.**

By: Inergy GP, LLC,  
its Managing General Partner

By: /s/ R. BROOKS SHERMAN, JR.  
Name: R. Brooks Sherman, Jr.

Title: Executive Vice President and

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following officers and directors of Inergy GP, LLC, as general partner of Inergy, L.P., the registrant, in the capacities and on the dates indicated.

| Signature                                                 | Title                                                                                                                  | Date              |
|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------|
| *                                                         | President, Chief Executive Officer and Director (Principal Executive Officer)                                          | November 18, 2010 |
| <b>John J. Sherman</b>                                    |                                                                                                                        |                   |
| /s/ R. BROOKS SHERMAN, JR.                                | Executive Vice President and Chief Financial Officer<br>(Principal Accounting Officer and Principal Financial Officer) | November 18, 2010 |
| <b>R. Brooks Sherman, Jr.</b>                             |                                                                                                                        |                   |
| *                                                         | President and Chief Operating Officer Propane Operations and Director                                                  | November 18, 2010 |
| <b>Phillip L. Elbert</b>                                  |                                                                                                                        |                   |
| *                                                         | Director                                                                                                               | November 18, 2010 |
| <b>Warren H. Gfeller</b>                                  |                                                                                                                        |                   |
| *                                                         | Director                                                                                                               | November 18, 2010 |
| <b>Arthur B. Krause</b>                                   |                                                                                                                        |                   |
| *                                                         | Director                                                                                                               | November 18, 2010 |
| <b>Robert D. Taylor</b>                                   |                                                                                                                        |                   |
| *By: /s/ R. BROOKS SHERMAN, JR.<br>R. Brooks Sherman, Jr. |                                                                                                                        |                   |
| <b>Attorney-in-fact</b>                                   |                                                                                                                        |                   |