

Western Gas Partners LP
Form 424B3
December 02, 2013
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Registration No. 333-174043

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.

SUBJECT TO COMPLETION DECEMBER 2, 2013

Preliminary Prospectus Supplement
(To Prospectus dated May 9, 2011)

4,500,000 Common Units Representing Limited Partner Interests

We are selling 4,500,000 common units representing limited partner interests in Western Gas Partners, LP.

Our common units are listed on the New York Stock Exchange under the symbol WES. On November 29, 2013, the last reported sale price of our common units on the New York Stock Exchange was \$63.68 per common unit.

Investing in our common units involves risks. Limited partnerships are inherently different than corporations. See Risk Factors on page S-6 of this prospectus supplement and on page 5 of the accompanying base prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying base prospectus are truthful and complete. Any representation to the contrary is a criminal offense.

	Per Common Unit	Total
Public Offering Price	\$	\$
Underwriting Discount	\$	\$
Proceeds to Western Gas Partners, LP (before expenses)	\$	\$

We have granted the underwriters an option to purchase up to 675,000 additional common units from us at the initial price to the public less the underwriting discount. If the underwriters exercise the option in full, the total underwriting discounts and commissions will be \$ _____ and the total proceeds to us, before expenses, will be \$ _____.

The underwriters are offering the common units as set forth under _____ Underwriting. Delivery of the common units will be made on or about _____, 2013.

Joint Book-Running Managers

Deutsche Bank Securities

Barclays

Citigroup

Morgan Stanley

RBC Capital Markets

UBS Investment Bank
Senior Co-Managers

Wells Fargo Securities

Credit Suisse

Stifel

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This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of common units. The second part is the accompanying base prospectus, which gives more general information, some of which may not apply to this offering of common units. Generally, when we refer only to the prospectus, we are referring to both parts combined. If the information about the common unit offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that is also incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this

prospectus. Please read Information Incorporated by Reference on page S-21 of this prospectus supplement.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying base prospectus and any free writing prospectus prepared by us or on our behalf relating to this offering of common units. Neither we nor the underwriters have

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authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We and the underwriters are offering to sell the common units, and seeking offers to buy the common units, only in jurisdictions where such offers and sales are permitted. You should not assume that the information contained in this prospectus supplement, the accompanying base prospectus or any free writing prospectus is accurate as of any date other than the dates shown in these documents or that any information we have incorporated by reference herein is accurate as of any date other than the date of the applicable document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

None of Western Gas Partners, LP, the underwriters or any of their respective representatives is making any representation to you regarding the legality of an investment in our common units by you under applicable laws. You should consult with your own advisors as to legal, tax, business, financial and related aspects of an investment in our common units.

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SUMMARY

*This summary highlights information contained elsewhere in or incorporated by reference into this prospectus supplement and the accompanying base prospectus. It does not contain all of the information that you should consider before making an investment decision. You should read this entire prospectus supplement, the accompanying base prospectus and the documents incorporated herein by reference for a more complete understanding of this offering of common units. Please read *Risk Factors* on page S-6 of this prospectus supplement and on page 5 of the accompanying base prospectus for information regarding risks you should consider before investing in our common units. Unless the context otherwise indicates, the information included in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional common units.*

*Throughout this prospectus supplement, when we use the terms *we*, *us*, *our* or *the partnership*, we are referring either to Western Gas Partners, LP in its individual capacity or to Western Gas Partners, LP and its subsidiaries collectively, as the context requires. References in this prospectus supplement to *our general partner* refer to Western Gas Holdings, LLC, the general partner of Western Gas Partners, LP.*

Our Business

We are a growth-oriented Delaware master limited partnership organized by Anadarko Petroleum Corporation (Anadarko) to own, operate, acquire and develop midstream energy assets. We currently own assets located in East, West and South Texas, the Rocky Mountains (Colorado, Utah and Wyoming), north-central Pennsylvania, and the Mid-Continent (Kansas and Oklahoma) and are engaged in the business of gathering, processing, compressing, treating and transporting natural gas, condensate, natural gas liquids (NGLs) and crude oil for Anadarko and its consolidated subsidiaries, as well as for third-party producers and customers. Approximately two-thirds of our services are provided under long-term contracts with fee-based rates with the remainder provided under percent-of-proceeds and keep-whole contracts. We have entered into fixed-price swap agreements with Anadarko to manage the commodity price risk inherent in our percent-of-proceeds and keep-whole contracts. A substantial part of our business is conducted under long-term contracts with Anadarko.

We believe that one of our principal strengths is our relationship with Anadarko, and that Anadarko, through its significant indirect economic interest in us, will continue to be motivated to promote and support the successful execution of our business plan and to pursue projects that help enhance the value of our business. Approximately 64% and 58% of our natural gas gathering, transportation and treating throughput (excluding equity investment throughput and volumes measured in barrels) during the year ended December 31, 2012 and the nine months ended September 30, 2013, respectively, was attributable to natural gas production owned or controlled by Anadarko. Approximately 59% and 56% of our processing throughput (excluding equity investment throughput and volumes measured in barrels) during the year ended December 31, 2012 and the nine months ended September 30, 2013, respectively, was attributable to natural gas production owned or controlled by Anadarko.

Our Assets

As of September 30, 2013, we owned and operated thirteen natural gas gathering systems, eight natural gas treating facilities, eight natural gas processing facilities, three NGL pipelines and three natural gas pipelines. In addition, we had interests in five non-operated natural gas gathering systems, one operated natural gas gathering system and three operated natural gas processing facilities, with separate interests accounted for under the equity method in two natural gas gathering systems, a crude oil pipeline and two NGL fractionators. We also had the Lancaster processing facility under construction in Northeast Colorado at the end of the third quarter of 2013.

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Third Quarter Distribution

On October 16, 2013, the board of directors of our general partner declared a cash distribution to our unitholders of \$0.58 per common unit, or \$84.0 million in aggregate, including incentive distributions, for the quarter ended September 30, 2013. The cash distribution was paid on November 12, 2013 to unitholders of record at the close of business on October 31, 2013. This distribution represented a 4% increase over the distribution paid for the quarter ended June 30, 2013 and a 16% increase over the distribution paid for the quarter ended September 30, 2012.

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Ownership and Principal Offices of Western Gas Partners, LP

The chart below depicts our organization and ownership structure after giving effect to this offering.

Our principal executive offices are located at 1201 Lake Robbins Drive, The Woodlands, Texas 77380-1046, and our telephone number is (832) 636-6000. Our website is located at <http://www.westerngas.com>. The information on our website is not part of this prospectus.

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The Offering

Common Units Offered by Us 4,500,000 common units, or 5,175,000 common units if the underwriters exercise in full their option to purchase additional common units.

Common Units Outstanding Before This Offering 112,822,812 common units.

Common Units Outstanding After This Offering 117,322,812 common units, or 117,997,812 common units if the underwriters exercise in full their option to purchase additional common units.

Use of Proceeds We expect to receive net proceeds from this offering of approximately \$ million, or approximately \$ million if the underwriters exercise their option to purchase additional common units in full, in each case including our general partner's proportionate capital contribution and after deducting the underwriting discount and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering to repay all of the outstanding borrowings under our revolving credit facility and for general partnership purposes, including the funding of capital expenditures. See Use of Proceeds.

Affiliates of certain underwriters are lenders under our revolving credit facility, and as such, will receive a portion of the proceeds from this offering through the repayment of borrowings under such facility. See Underwriting.

Cash Distributions Our partnership agreement requires us to distribute all of our cash on hand at the end of each quarter (including, at our general partner's election, all or a portion of cash on hand resulting from working capital borrowings made after the end of the quarter), less reserves established by our general partner. We refer to this cash as available cash, and we define its meaning in our partnership agreement.

On October 16, 2013, the board of directors of our general partner declared a cash distribution to our unitholders of \$0.58 per common unit, or \$84.0 million in aggregate, including incentive distributions, for the

quarter ended September 30, 2013. The cash distribution was paid on November 12, 2013 to unitholders of record at the close of business on October 31, 2013.

Issuance of Additional Securities

We can issue an unlimited number of common units and debt securities without the consent of our unitholders.

Voting Rights

Our general partner manages and operates us. Common unitholders have only limited voting rights on matters affecting our business. Common unitholders have no right to elect our general partner or its directors on an annual or other continuing basis. Our general partner

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may not be removed except by a vote of the holders of at least 66 2/3% of the outstanding units, including any units owned by our general partner and its affiliates, voting together as a single class. Upon consummation of this offering, our general partner and its affiliates will own an aggregate of approximately 42.4% of our common units. This will give them the ability to prevent our general partner's involuntary removal.

Eligible Holders and Redemption

Only Eligible Holders are entitled to receive distributions or be allocated income or loss from us. Eligible Holders are:

individuals or entities subject to United States federal income taxation on the income generated by us; or

entities not subject to United States federal taxation on the income generated by us, so long as all of the entity's owners are subject to such taxation.

We have the right, which we may assign to any of our affiliates, but not the obligation, to acquire all of the common units of any holder that is not an Eligible Holder or that has failed to certify or has falsely certified that such holder is an Eligible Holder. The purchase price for such acquisition would be equal to the lesser of the holder's purchase price and the then-current market price of the common units and may be paid in cash or by delivery of a promissory note, as determined by our general partner.

Certain U.S. Federal Income Tax Considerations

For a discussion of other material federal income tax consequences that may be relevant to prospective unitholders who are individual citizens or residents of the United States, please read "Certain U.S. Federal Income Tax Considerations" in this prospectus supplement and "Income Tax Considerations" in the accompanying base prospectus.

New York Stock Exchange Symbol

WES.

Risk Factors

You should read "Risk Factors" on page S-6 of this prospectus supplement and on page 5 of the accompanying base prospectus and found in the documents incorporated herein by reference, as well as the other cautionary statements throughout this prospectus supplement, to ensure you understand the risks associated with an investment in our common units.

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RISK FACTORS

*An investment in our common units involves risk. Before making an investment in the common units offered hereby, you should carefully consider the risk factors included under the caption **Risk Factors** beginning on page 5 of the accompanying base prospectus, as well as the risk factors included in **Item 1A. Risk Factors** in our Form 10-K for the fiscal year ended December 31, 2012 and in our Forms 10-Q for the quarterly periods ended June 30, 2013 and September 30, 2013, together with all of the other information included or incorporated by reference in this prospectus supplement. If any of these risks were to occur, our business, financial condition or results of operations could be materially and adversely affected. In such case, the trading price of the common units could decline, and you could lose all or part of your investment.*

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USE OF PROCEEDS

We expect to receive net proceeds from this offering of approximately \$ million, or approximately \$ million if the underwriters exercise their option to purchase additional common units in full, in each case including our general partner's proportionate capital contribution and after deducting the underwriting discount and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering to repay all of the outstanding borrowings under our revolving credit facility and for general partnership purposes, including the funding of capital expenditures.

As of November 27, 2013, borrowings outstanding under the revolving credit facility were \$215.0 million and had a weighted average interest rate of approximately 1.67%. The revolving credit facility has a maturity date of March 24, 2016 and bears interest at LIBOR plus applicable margins ranging from 1.30% to 1.90%, or at an alternate base rate equal to the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 0.5%, or (c) LIBOR plus 1%, in each case plus applicable margins ranging from 0.30% to 0.90%. The current borrowings under the revolving credit facility were incurred for general partnership purposes and to fund a portion of the cash consideration for our acquisitions described under Management's Discussion and Analysis of Financial Condition and Results of Operations Executive Summary in our Form 10-Q for the quarter ended September 30, 2013, which is incorporated by reference into this prospectus supplement. For a detailed description of our revolving credit facility, please read Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations Liquidity and Capital Resources in our Form 10-Q for the quarter ended September 30, 2013.

Affiliates of certain underwriters are lenders under our revolving credit facility and, as such, will receive a portion of the proceeds from this offering through the repayment of borrowings under such facility. See Underwriting.

Table of Contents**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of September 30, 2013 on:

a historical basis; and

an as adjusted basis to reflect the sale of common units in this offering, our general partner's proportionate capital contribution, and the application of the net proceeds therefrom as described in Use of Proceeds.

	As of September 30, 2013	
	Historical	As Adjusted
	(In thousands)	
Cash and cash equivalents	\$ 38,364	\$
Revolving credit facility(1)	100,000	
5.375% Senior Notes due 2021(2)	495,042	495,042
4.000% Senior Notes due 2022(2)	673,363	673,363
2.600% Senior Notes due 2018(2)	249,705	249,705
Total debt	\$ 1,518,110	\$
Partners' capital/parent net investment:		
Common units	\$ 2,127,040	\$
General partner units	68,585	
Non-controlling interests	72,371	72,371
Total equity and partners' capital	\$ 2,267,996	\$
Total capitalization	\$ 3,786,106	\$

(1) As of November 27, 2013, total borrowings under our revolving credit facility were \$215.0 million.

(2) Net of unamortized discount.

You should read our financial statements and notes thereto that are incorporated by reference into this prospectus supplement and the accompanying base prospectus for additional information about our capital structure. The table above does not reflect any common units that may be sold to the underwriters upon exercise of their option to purchase additional common units.

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Our common units trade on the New York Stock Exchange under the symbol WES. The following table shows the high and low sales prices per common unit, as reported by the New York Stock Exchange, and cash distributions paid per common unit and subordinated unit for the periods indicated.

Quarter Ended	High	Low	Distribution per Limited Partner Unit
December 31, 2013 (through November 29, 2013)	\$ 63.95	\$ 57.54	(1)
September 30, 2013	\$ 65.16	\$ 54.58	\$ 0.580
June 30, 2013	\$ 65.11	\$ 55.57	\$ 0.560
March 31, 2013	\$ 59.81	\$ 46.82	\$ 0.540
December 31, 2012	\$ 53.17	\$ 45.10	\$ 0.520
September 30, 2012	\$ 51.28	\$ 43.29	\$ 0.500
June 30, 2012	\$ 47.50	\$ 41.15	\$ 0.480
March 31, 2012	\$ 47.97	\$ 38.94	\$ 0.460
December 31, 2011	\$ 41.35	\$ 31.40	\$ 0.440
September 30, 2011	\$ 37.43	\$ 30.75	\$ 0.420
June 30, 2011	\$ 37.48	\$ 33.83	\$ 0.405
March 31, 2011	\$ 36.40	\$ 29.96	\$ 0.390

(1) The distribution with respect to the quarter ending December 31, 2013 has not yet been declared or paid. We expect to declare and pay a cash distribution within 45 days following the end of the quarter.

The last reported trading price of our common units on the New York Stock Exchange on November 29, 2013 was \$63.68 per common unit. As of November 29, 2013, there were 24 record holders of our common units. Please see our registration statement on Form 8-A (File No. 1-34046) filed on May 6, 2008, which is incorporated by reference herein, for a description of our common units.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. For a discussion of the principal federal income tax considerations associated with our operations and the purchase, ownership and disposition of our common units, please read **Income Tax Considerations** in the accompanying base prospectus, as supplemented herein. Specifically, subject to the discussion below, Vinson & Elkins L.L.P. affirms each of the legal conclusions and adopts the opinions of Bingham McCutchen LLP included therein as its own. Please also read **Item 1A. Risk Factors – Tax Risks to Common Unitholders** in our Form 10-K for the year ended December 31, 2012 for a discussion of the tax risks related to purchasing and owning our common units. You are urged to consult with your own tax advisor about the federal, state, local and foreign tax consequences peculiar to your circumstances. The following discussion is limited as described under the caption **Income Tax Considerations** in the accompanying base prospectus.

Partnership Status

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this or any other tax matter affecting us. In order to be treated as a partnership for federal income tax purposes, at least 90% of our gross income must be from specific qualifying sources, such as the transportation of natural gas and natural gas products or other passive types of income such as dividends. Further, if we were required to register under the Investment Company Act of 1940, we would be taxed as a corporation even if we met the qualifying income exception. For a more complete description of the qualifying income requirement and the impact of Investment Company Act registration on our status as a partnership for federal income tax purposes, please read **Income Tax Considerations – Partnership Status** in the accompanying base prospectus.

Current law may also change so as to cause us to be treated as a corporation for federal income tax purposes or otherwise subject us to entity-level taxation. For example, from time to time, members of Congress propose and consider substantive changes to the existing U.S. federal income tax laws that affect publicly traded partnerships. Recently, one such legislative proposal would have eliminated the qualifying income exception upon which we rely for our treatment as a partnership for federal income tax purposes. We are unable to predict whether any such changes will ultimately be enacted. However, it is possible that a change in law could affect us and may be applied retroactively. In addition, because of widespread state budget deficits, several states are evaluating ways to subject partnerships to entity-level taxation through the implementation of state income, franchise or other forms of taxation. If any state were to impose a tax upon us as an entity, our cash available for distribution would be reduced. Any such changes of existing laws could negatively impact the value of an investment in our common units.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 35%, and would likely pay state income tax at varying rates. Distributions to you would generally be taxed again as corporate distributions, and no income, gains, losses or deductions would flow through to you. Because a tax would be imposed upon us as a corporation, our cash available for distribution to you would be substantially reduced. Therefore, treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to the unitholders, likely causing a substantial reduction in the value of our common units.

Alternative Minimum Tax

Each unitholder will be required to take into account his distributive share of any items of our income, gain, loss or deduction for purposes of the alternative minimum tax. The current minimum tax rate for noncorporate taxpayers is

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26% on the first \$179,500 of alternative minimum taxable income in excess of the exemption amount and 28% on any additional alternative minimum taxable income. Prospective unitholders are urged to

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consult with their tax advisors as to the impact of an investment in units on their liability for the alternative minimum tax.

Tax Rates

Beginning January 1, 2013, the highest marginal U.S. federal income tax rates for individuals applicable to ordinary income and long-term capital gains (generally, capital gains on certain assets held for more than 12 months) are 39.6% and 20%, respectively. Moreover, these rates are subject to change by new legislation at any time.

A 3.8% Medicare tax on net investment income earned by individuals, estates and trusts applies for taxable years beginning after December 31, 2012. For these purposes, net investment income generally includes a common unitholder's allocable share of our income and gain realized by a common unitholder from a sale of common units. In the case of an individual, the tax will be imposed on the lesser of (1) the common unitholder's net investment income from all investments or (2) the amount by which the common unitholder's modified adjusted gross income exceeds \$250,000 (if the common unitholder is married and filing jointly or a surviving spouse), \$125,000 (if the common unitholder is married and filing separately) or \$200,000 (in any other case). In the case of an estate or trust, the tax will be imposed on the lesser of (i) undistributed net investment income, or (ii) the excess adjusted gross income over the dollar amount at which the highest income tax bracket applicable to an estate or trust begins.

Disposition of Common Units

Recognition of Gain or Loss

Gain or loss will be recognized on a sale of units equal to the difference between the unitholder's amount realized and the unitholder's tax basis for the units sold. A unitholder's amount realized will be measured by the sum of the cash or the fair market value of other property received by him plus his share of our nonrecourse liabilities attributable to the common units sold. Because the amount realized includes a unitholder's share of our nonrecourse liabilities, the gain recognized on the sale of units could result in a tax liability in excess of any cash received from the sale.

Prior distributions from us in excess of cumulative net taxable income for a common unit that decreased a unitholder's tax basis in that common unit will, in effect, become taxable income if the common unit is sold at a price greater than the unitholder's tax basis in that common unit, even if the price received is less than his original cost.

Except as noted below, gain or loss recognized by a unitholder, other than a dealer in units, on the sale or exchange of a unit will generally be taxable as capital gain or loss. Capital gain recognized by an individual on the sale of units held for more than twelve months will generally be taxed at favorable rates, currently a maximum U.S. federal income tax rate of 20%. However, a portion of this gain or loss, which will likely be substantial, will be separately computed and taxed as ordinary income or loss under Section 751 of the Internal Revenue Code to the extent attributable to assets giving rise to depreciation recapture or other unrealized receivables or to inventory items we own. The term unrealized receivables includes potential recapture items, including depreciation recapture. Ordinary income attributable to unrealized receivables, inventory items and depreciation recapture may exceed net taxable gain realized upon the sale of a unit and may be recognized even if there is a net taxable loss realized on the sale of a unit. Thus, a unitholder may recognize both ordinary income and a capital loss upon a sale of units. Capital losses may offset capital gains and no more than \$3,000 of ordinary income, in the case of individuals, and may only be used to offset capital gains in the case of corporations.

The IRS has ruled that a partner who acquires interests in a partnership in separate transactions must combine those interests and maintain a single adjusted tax basis for all those interests. Upon a sale or other

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disposition of less than all of those interests, a portion of that tax basis must be allocated to the interests sold using an equitable apportionment method, which generally means that the tax basis allocated to the interest sold equals an amount that bears the same relation to the partner's tax basis in his entire interest in the partnership as the value of the interest sold bears to the value of the partner's entire interest in the partnership. Treasury Regulations under Section 1223 of the Internal Revenue Code allow a selling unitholder who can identify common units transferred with an ascertainable holding period to elect to use the actual holding period of the common units transferred. Thus, according to the ruling discussed above, a common unitholder will be unable to select high or low basis common units to sell as would be the case with corporate stock, but, according to the Treasury Regulations, may designate specific common units sold for purposes of determining the holding period of units transferred. A unitholder electing to use the actual holding period of common units transferred must consistently use that identification method for all subsequent sales or exchanges of common units. A unitholder considering the purchase of additional units or a sale of common units purchased in separate transactions is urged to consult his tax advisor as to the possible consequences of this ruling and application of the Treasury Regulations.

Specific provisions of the Internal Revenue Code affect the taxation of some financial products and securities, including partnership interests, by treating a taxpayer as having sold an appreciated partnership interest, one in which gain would be recognized if it were sold, assigned or terminated at its fair market value, if the taxpayer or related persons enter(s) into:

a short sale;

an offsetting notional principal contract; or

a futures or forward contract with respect to the partnership interest or substantially identical property.

Moreover, if a taxpayer has previously entered into a short sale, an offsetting notional principal contract or a futures or forward contract with respect to the partnership interest, the taxpayer will be treated as having sold that position if the taxpayer or a related person then acquires the partnership interest or substantially identical property. The Secretary of the Treasury is also authorized to issue regulations that treat a taxpayer that enters into transactions or positions that have substantially the same effect as the preceding transactions as having constructively sold the financial position.

State, Local, Foreign and Other Tax Considerations

In addition to federal income taxes, you likely will be subject to other taxes, such as state, local and foreign income taxes, unincorporated business taxes, and estate, inheritance or intangible taxes that may be imposed by the various jurisdictions in which we conduct business or own property or in which you are a resident. Although an analysis of those various taxes is not presented here, each prospective unitholder should consider their potential impact on his investment in us. We currently own property or conduct business in the states of Colorado, Kansas, Oklahoma, Texas, Utah, Wyoming and Pennsylvania. Each of these states, other than Texas and Wyoming, currently imposes a personal income tax, and all of these states also impose taxes on income of corporations and other entities. We may also own property or do business in other jurisdictions in the future. Although you may not be required to file a return and pay taxes in some jurisdictions because your income from that jurisdiction falls below the filing and payment requirement, you will be required to file income tax returns and to pay income taxes in many of these jurisdictions in which we conduct business or own property and may be subject to penalties for failure to comply with those requirements. In some jurisdictions, tax losses may not produce a tax benefit in the year incurred and may not be available to offset

income in subsequent taxable years. Some of the jurisdictions may require us, or we may elect, to withhold a percentage of income from amounts to be distributed to a unitholder who is not a resident of the jurisdiction. Withholding, the amount of which may be greater or less than a particular unitholder's income tax liability to the jurisdiction, generally does not relieve a nonresident unitholder from the obligation to file an income tax return. Amounts withheld will be treated as if distributed to unitholders for purposes of determining the amounts distributed by us. Please read [Income Tax](#)

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Considerations Tax Consequences of Unit Ownership Entity-Level Collections in the accompanying base prospectus. Based on current law and our estimate of our future operations, our general partner anticipates that any amounts required to be withheld will not be material.

It is the responsibility of each unitholder to investigate the legal and tax consequences, under the laws of pertinent jurisdictions, of his investment in us. Accordingly, each prospective unitholder is urged to consult, and depend upon, his tax counsel or other advisor with regard to those matters. Further, it is the responsibility of each unitholder to file all state, local and foreign, as well as U.S. federal tax returns that may be required of him. Vinson & Elkins LLP has not rendered an opinion on the state, local or foreign tax consequences of an investment in us.

Tax Exempt Organizations and Other Investors

Ownership of common units by tax-exempt entities, regulated investment companies and non-U.S. investors raises issues unique to such persons. Please read Income Tax Considerations Tax-Exempt Organizations and Other Investors in the accompanying base prospectus.

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Deutsche Bank Securities Inc., Barclays Capital Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, UBS Securities LLC and Wells Fargo Securities, LLC are acting as representatives of the underwriters and as joint book-running managers of this offering. Under the terms of the underwriting agreement and subject to the conditions therein, each of the underwriters named below has severally agreed to purchase from us the number of common units shown opposite the underwriter's name:

Underwriters	Number of Common Units
Deutsche Bank Securities Inc.	
Barclays Capital Inc.	
Citigroup Global Markets Inc.	
Morgan Stanley & Co. LLC	
RBC Capital Markets, LLC	
UBS Securities LLC	
Wells Fargo Securities, LLC	
Credit Suisse Securities (USA) LLC	
Stifel, Nicolaus & Company, Incorporated	
Total	4,500,000

The underwriting agreement provides that the obligations of the underwriters to purchase the common units included in this offering are subject to approval of legal matters by their counsel and to other conditions. The underwriters are obligated to purchase all the common units (other than those covered by the underwriters' option to purchase additional common units described below) if they purchase any of the common units.

Common units sold by the underwriters to the public will initially be offered at the public offering price set forth on the cover of this prospectus supplement. Any common units sold by the underwriters to securities dealers may be sold at a discount from the public offering price not to exceed \$ _____ per common unit. If all the common units are not sold at the public offering price, the underwriters may change the offering price and the other selling terms. The offering of the common units by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

Indemnification

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that may be required to be made in respect of these liabilities.

Option to Purchase Additional Common Units

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to an additional 675,000 common units at the public offering price less the underwriting discount. To the extent the option is exercised, each underwriter must purchase a number of additional common units approximately proportionate to that underwriter's initial purchase commitment.

Lock-Up Agreements

Western Gas Equity Partners, LP, a Delaware limited partnership and the owner of our general partner, as well as us, our general partner and the executive officers and members of the board of directors of our general partner, have agreed that, without the prior written consent of Deutsche Bank Securities Inc., we and they will not directly or indirectly (1) offer for sale, sell, pledge, or otherwise dispose of (or enter into any transaction or

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device that is designed to, or could be expected to, result in the disposition by any person at any time in the future of) any common units or securities convertible into, or exchangeable for common units, or sell or grant options, rights or warrants with respect to any common units or securities convertible into or exchangeable for common units, (2) enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic benefits or risks of ownership of the common units, (3) file or cause to be filed a registration statement, including any amendment thereto, with respect to the registration of any of our common units or any securities convertible, exercisable or exchangeable into our common units or (4) publicly disclose the intention to do any of the foregoing for a period of 45 days after the date of this prospectus supplement. The restrictions described in this paragraph do not apply to:

the sale of common units to the underwriters pursuant to the underwriting agreement;

dispositions by an executive officer or director as required or permitted by our benefit plans to reimburse or pay income tax in connection with the vesting of options, rights or warrants;

bona fide gifts by an executive officer or director or dispositions to any trust for the direct or indirect benefit of the officer or director or the officer's or director's immediate family member, provided that the underwriters have received similar lock-up agreements from the recipient or trust, as applicable;

the issuance by us of common units pursuant to our long-term incentive plan;

the issuance by us of common units to Anadarko or its affiliates in connection with acquisitions by us, provided that the underwriters have received similar lock-up agreements from the sellers; or

the sale of common units pursuant to our at-the-market program.

Deutsche Bank Securities Inc., in its sole discretion, may release the common units and other securities subject to lock-up agreements described above in whole or in part at any time with or without notice. When determining whether or not to release the common units and other securities from lock-up agreements, Deutsche Bank Securities Inc. will consider, among other factors, the holder's reasons for requesting the release, the number of common units or other securities for which the release is being requested and market conditions at the time.

Our common units are listed on the New York Stock Exchange under the symbol WES.

Commissions and Expenses

The following table shows the underwriting discount that we are to pay to the underwriters in connection with this offering. This amount is shown assuming both no exercise and full exercise of the underwriters' option to purchase additional common units.

	No exercise	Full exercise
Per Common Unit	\$	\$
Total	\$	\$

We estimate that our portion of the total expenses of this offering will be approximately \$300,000.

Stabilization; Short Positions and Penalty Bids

The underwriters may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales, and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of the common units, in accordance with Regulation M under the Securities and Exchange Act of 1934, as amended.

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by the underwriters of common units in excess of the number of common units the underwriters are obligated to purchase in the offering, which creates the syndicate

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short position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of common units involved in the sales made by the underwriters in excess of the number of common units they are obligated to purchase is not greater than the number of common units that they may purchase by exercising their option to purchase additional common units. In a naked short position, the number of common units involved is greater than the number of common units in their option to purchase additional common units. The underwriters may close out any short position by either exercising their option to purchase additional common units and/or purchasing common units in the open market. In determining the source of common units to close out the short position, the underwriters will consider, among other things, the price of common units available for purchase in the open market as compared to the price at which they may purchase common units through their option to purchase additional common units. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the common units in the open market after pricing that could adversely affect investors who purchase in the offering.

Syndicate covering transactions involve purchases of the common units in the open market after the distribution has been completed in order to cover syndicate short positions.

Penalty bids permit the representatives to reclaim a selling concession from a syndicate member when the common units originally sold by the syndicate member are purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, covering syndicate transactions and penalty bids may have the effect of raising or maintaining the market price of our common units or preventing or retarding a decline in the market price of the common units. As a result, the price of the common units may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common units. In addition, neither we nor any of the underwriters make any representation that the representatives will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Electronic Distribution

A prospectus in electronic format may be made available on the Internet sites or through other online services maintained by one or more of the underwriters and/or selling group members participating in this offering, or by their affiliates. In those cases, prospective investors may view offering terms online and, depending upon the particular underwriter or selling group member, prospective investors may be allowed to place orders online. The underwriters may agree with us to allocate a specific number of common units for sale to online brokerage account holders. Any such allocation for online distributions will be made by the representatives on the same basis as other allocations.

Other than the prospectus in electronic format, the information on any underwriter's or selling group member's website and any information contained in any other website maintained by an underwriter is not part of the prospectus or the registration statement of which this prospectus forms a part, has not been approved and/or endorsed by us or any underwriter or selling group member in its capacity as underwriter and should not be relied upon by investors.

Relationships with Underwriters/FINRA Conduct Rules

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory,

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investment management, investment research, principal investment, hedging, financing and brokerage activities. In the ordinary course of their respective businesses, the underwriters and their affiliates have engaged, and may in the future engage, in financial advisory, commercial banking and/or investment banking transactions with us and our affiliates for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve our and our affiliates' securities and instruments. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Affiliates of Deutsche Bank Securities Inc., Barclays Capital Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, UBS Securities LLC and Wells Fargo Securities, LLC are agents and lenders under our revolving credit facility and will receive a portion of the proceeds from this offering through the repayment of borrowings under that revolving credit facility. Because the Financial Industry Regulatory Authority (FINRA) views the common units offered hereby as interests in a direct participation program, the offering is being made in compliance with Rule 2310 of the FINRA Conduct Rules and no conflict of interest exists between us and the underwriters under Rule 5121. Investor suitability with respect to the common units should be judged similarly to the suitability with respect to other securities that are listed for trading on a national securities exchange.

Foreign Selling Restrictions

Notice to Prospective Investors in the European Economic Area

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), other than Germany, with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), an offer of securities described in this prospectus supplement may not be made to the public in that relevant member state other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 100 or, if the relevant member state has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant dealer or dealers nominated by the issuer for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of securities shall require us or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For purposes of this provision, the expression an offer of securities to the public in any relevant member state mean