

CEDAR FAIR L P  
Form 8-K  
February 20, 2013  
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

Date of Report (Date of earliest event reported): February 20, 2013

CEDAR FAIR, L.P.  
(Exact name of Registrant as specified in its charter)

|   |                                    |   |
|---|------------------------------------|---|
| DELAWARE<br>(State or other jurisdiction<br>of incorporation)                     | 1-9444<br>(Commission<br>File No.) | 34-1560655<br>(I.R.S. Employer<br>Identification No.) |
| One Cedar Point Drive, Sandusky, Ohio<br>(Address of principal executive offices) |                                    | 44870-5259<br>(Zip Code)                              |

Registrant's telephone number, including area code: (419) 626-0830

N.A.  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01 OTHER EVENTS

On February 20, 2013, Cedar Fair Entertainment Corporation (the “Company”) announced that it is seeking to refinance its existing \$1.131 billion term loan due 2017 to, among other things, (i) reduce borrowing costs and (ii) extend the tenor of its capital structure. The Company expects the financing to include \$630 million of term B debt along with senior unsecured debt.

The debt offered will not be or has not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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SIGNATURE

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.

CEDAR FAIR, L.P.

By Cedar Fair Management, Inc., General Partner

By:           /s/ Brian C. Witherow  
              Brian C. Witherow  
              Executive Vice President and  
              Chief Financial Officer

Date: February 20, 2013