
**UNITED STATES
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 Earliest Event Reported): July 15, 2010

CEDAR FAIR, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9444
(Commission
File No.)

34-1560655
(I.R.S. Employer
Identification No.)

**One Cedar Point Drive,
Sandusky, Ohio 44870-5259
(419) 626-0830**

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

Not Applicable
(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:

- 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 July 15, 2010, Cedar Fair, L.P. (“Cedar Fair”) issued a news release announcing that it has priced \$405 million aggregate principal amount of 9.125% Senior Notes due 2018 (the “Notes”) in a private placement. Concurrently with the closing of the offering of the Notes, which is expected to occur on July 29, 2010 and is subject to customary closing conditions, Cedar Fair intends to terminate its existing credit facilities and enter into a new \$1,150 million senior secured term loan facility and a new \$300 million senior secured revolving credit facility. For information regarding such matters, Cedar Fair hereby incorporates by reference herein the information set forth in its news release dated July 15, 2010, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Text of news release issued by Cedar Fair on July 15, 2010, regarding the pricing of the Notes.

Signatures

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.

Date: July 15, 2010

CEDAR FAIR, L.P.
By Cedar Fair Management, Inc., General Partner

By: /s/ Peter J. Crage
Peter J. Crage
Corporate Vice President—Finance and
Chief Financial Officer



For Immediate Release
July 15, 2010

Contact: Stacy Frole (419) 627-2227

CEDAR FAIR ANNOUNCES PRICING OF \$405 MILLION SENIOR UNSECURED NOTES

SANDUSKY, OHIO, July 15, 2010 – Cedar Fair Entertainment Company (NYSE: FUN), a leader in regional amusement parks, water parks and active entertainment, today announced that it priced \$405 million aggregate principal amount of 9.125% senior unsecured notes due 2018 (the “Notes”) in a private placement. The Notes will be guaranteed by Cedar Fair’s wholly-owned subsidiaries.

Concurrently with the closing of this offering, which is expected to occur on July 29, 2010 and is subject to customary closing conditions, Cedar Fair intends to terminate its existing credit facilities and enter into a new \$1,150 million senior secured term loan facility and a new \$300 million senior secured revolving credit facility. Cedar Fair intends to use the net proceeds from the offering of the Notes, along with proceeds from the new senior secured credit facilities, to repay in full all amounts outstanding under its existing credit facilities.

The Notes may be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to certain non-U.S. persons in transactions outside the United States under Regulation S of the Securities Act. The Notes have not been registered under the Securities Act, and, the Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

Some of the statements contained in this news release may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, including statements as to Cedar Fair’s expectations, beliefs and strategies regarding the future. These forward-looking statements may involve risks and uncertainties that are difficult to predict, may be beyond the Company’s control and could cause actual results to differ materially from those described in such statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors could adversely affect the Company’s future financial performance and cause actual results to differ materially from the Company’s expectations, including general economic conditions, competition for consumer leisure time and spending, adverse weather conditions, unanticipated construction delays and the risk factors discussed from time to time by the Company in reports filed with the Securities and Exchange Commission (the “SEC”). Additional information on risk factors that may affect the business and financial results of the Company can be found in the Company’s Annual Report on Form 10-K and in the filings of the Company made from time to time with the SEC. The Company undertakes no obligation to correct or update any forward-looking statements, whether as a result of new information, future events or otherwise.

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