

CEDAR FAIR L P  
Form 8-K/A  
August 08, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 7, 2011**

**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.)**

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**One Cedar Point Drive, Sandusky, Ohio**

(Address of principal executive offices)

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

**44870-5259**

(Zip Code)

**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))

**Explanatory Note**

This current report on Form 8-K/A (this Amendment ) amends the current report on Form 8-K, filed July 11, 2011 (the Original Filing ), in which Cedar Fair, L.P. reported voting results for its annual meeting of unitholders held on July 7, 2011. Cedar Fair is filing this Amendment to include disclosure of its decision regarding how frequently the unitholder advisory votes on the compensation of Cedar Fair s named executive officers will occur. Except for the foregoing, this Amendment does not amend, modify or update the disclosures contained in the Original Filing.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At Cedar Fair s annual meeting on July 7, 2011, the unitholders approved on an advisory, non-binding basis the holding of an advisory vote to approve named executive officers compensation on an annual basis, consistent with Cedar Fair s recommendation. After considering these results, Cedar Fair has determined that it will include a unitholder advisory vote on the compensation of its named executives in its proxy materials annually until the next advisory vote on the frequency of unitholder votes on executive compensation, which will occur no later than Cedar Fair s annual meeting in 2017.

**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/ Richard L. Kinzel  
Richard L. Kinzel

Chief Executive Officer

Date: August 8, 2011