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

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**Form 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): June 2, 2011**

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**CEDAR FAIR, L.P.**

(Exact Name of Registrant as Specified in Charter)

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**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation)

**1-9444**  
(Commission  
File Number)

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

**ONE CEDAR POINT DRIVE, SANDUSKY OHIO**  
(Address of Principal Executive Offices)

**44870-5259**  
(Zip Code)

**REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (419) 626-0830**

**N. A.**

(Former Name and Former Address, if Changed Since Last Report)

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

On June 2, 2011, Cedar Fair, L.P. (the “Company”) held a special meeting of unitholders (the “Special Meeting”) at the Cedar Point Center at BGSU Firelands College, One University Drive, Huron, Ohio to consider and vote upon two proposals.

The following proposals were voted upon at the Special Meeting:

- A proposal to amend the Regulations (the “Regulations”) of Cedar Fair Management, Inc. (the “General Partner”) to amend and restate Section 14 of the Regulations in order to provide that the Company’s Fifth Amended and Restated Limited Partnership Agreement (the “Partnership Agreement”) may include a provision giving unitholders the right to nominate directors for election to the board of directors of the General Partner (“Proposal 1”); and
- A proposal to amend the Company’s Partnership Agreement to add a new subsection at the end of Section 6.2 of the Partnership Agreement that would establish certain procedures and information requirements pursuant to which unitholders can exercise the right to nominate directors for election to the board of directors of the General Partner (“Proposal 2”).

The final voting results, which were verified by Corporate Election Services, the independent inspector of election at the Special Meeting, were as follows (based on 55,345,716 units outstanding and entitled to vote as of the record date of the Special Meeting):

**Proposal 1**

<u>Votes “For”</u>	<u>% Outstanding</u>
37,333,648	67.46%
<u>Votes “Against”</u>	<u>% Outstanding</u>
1,444,766	2.61%
<u>Votes “Abstain”</u>	<u>% Outstanding</u>
427,090	.77%

**Proposal 2**

<u>Votes “For”</u>	<u>% Outstanding</u>
37,224,863	67.26%
<u>Votes “Against”</u>	<u>% Outstanding</u>
1,475,088	2.67%
<u>Votes “Abstain”</u>	<u>% Outstanding</u>
464,372	.84%

Proposal 1 was not approved by the requisite vote of the holders of eighty percent (80%) of the outstanding units of the Company and therefore is not effective or binding upon the Company. Although Proposal 2 was approved by the requisite vote of the holders of a majority of the outstanding units of the Company, the General Partner has not approved Proposal 2, given that Proposal 1 did not receive the requisite vote of unitholders. Therefore neither Proposal is effective or binding upon the Company. As a result, unitholders will not have the right to nominate directors for election to the board of directors of the General Partner.

On June 2, 2011 the Company issued a press release announcing the final results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release, dated June 2, 2011.

**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: June 2, 2011

CEDAR FAIR, L.P.

By: /s/ Peter J. Crage  
Peter J. Crage  
Executive Vice President and  
Chief Financial Officer

**News Release**

For Immediate Release  
June 2, 2011

Contact: Stacy Frole (419) 627-2227

**CEDAR FAIR ANNOUNCES RESULTS FROM TODAY'S SPECIAL MEETING OF UNITHOLDERS**

SANDUSKY, OHIO, June 2, 2011 – Cedar Fair Entertainment Company (NYSE: FUN), a leader in regional amusement parks, water parks and active entertainment, announced the certified voting results of today's Special Meeting of Unitholders to consider two proposals relating to the right of unitholders to nominate directors for election to the Board of Directors.

Based upon the Inspector of Election's official tabulation, the certified results indicate that Proposal 1, to amend the Regulations of the General Partner to give unitholders the right to nominate directors for the Board, did not receive the required number of votes. On Proposal 2, to amend the Limited Partnership Agreement to establish certain procedures and information requirements for unitholders to nominate directors, the certified results indicate the proposal did receive the required number of votes. However, because the Regulations of the General Partner require that both Proposal 1 and Proposal 2 be approved to be effective, neither Proposal 1 nor Proposal 2 will be adopted by the Company.

"We thank our unitholders for their participation in this Special Meeting and their ongoing interest in Cedar Fair," said Dick Kinzel, the Company's President and Chief Executive Officer. "We take the input of all of our unitholders seriously and actively seek it out at every opportunity. For example, we approached our larger unitholders requesting potential nominees and we heard from many other unitholders that they wanted to see more finance and strategy expertise, as well as diversity, on our Board. To that end, as a result of a thorough evaluation of candidates, we recruited Gina France, a seasoned financial and strategic planning executive with Board-level experience, to stand for election as our latest independent candidate for the Board. The director nominating process is an important issue, as today's voting outcome would confirm, and we'll continue to actively examine appropriate alternatives going forward."

**Cedar Fair Entertainment Company – One Cedar Point Drive, Sandusky, Ohio 44870-5259 419-627-2233**

## **CEDAR FAIR ANNOUNCES RESULTS FROM TODAY'S SPECIAL MEETING OF UNITHOLDERS**

**June 2, 2011**

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The Company previously announced the nomination of France on May 25, 2011. If elected, she would represent the fourth new, independent director added to the Cedar Fair Board since 2008.

The Company will file a Form 8-K with the Securities and Exchange Commission detailing the certified voting results. The filing can be accessed via the SEC website at [www.sec.gov](http://www.sec.gov).

### **About Cedar Fair**

Cedar Fair is a publicly traded partnership headquartered in Sandusky, Ohio, and one of the largest regional amusement-resort operators in the world. The Company owns and operates 11 amusement parks, six outdoor water parks, one indoor water park and five hotels. Amusement parks in the Company's northern region include two in Ohio: Cedar Point, consistently voted "Best Amusement Park in the World" in *Amusement Today* polls, and Kings Island; as well as Canada's Wonderland, near Toronto; Dorney Park, PA; Valleyfair, MN; and Michigan's Adventure, MI. In the southern region are Kings Dominion, VA; Carowinds, NC; and Worlds of Fun, MO. Western parks in California include: Knott's Berry Farm; California's Great America; and Gilroy Gardens, which is managed under contract.

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