

AMERIGAS PARTNERS LP  
Form 8-K  
January 04, 2012

**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 of Earliest Event Reported):

January 4, 2012

**AmeriGas Partners, L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-13692  
(Commission  
File Number)

23-2787918  
(I.R.S. Employer  
Identification No.)

460 No. Gulph Road, King of Prussia,

Pennsylvania  
(Address of principal executive offices)

19406  
(Zip Code)  
(610) 337-7000

Registrant's telephone number, including area code:

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:

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- .. 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))

**Item 7.01 Regulation FD Disclosure.**

On January 4, 2012, AmeriGas Partners, L.P. (the Partnership ) issued a press release announcing that its wholly owned subsidiaries, AmeriGas Finance Corp. and AmeriGas Finance LLC (the Issuers ), intend to offer, subject to market and other conditions, \$1.55 billion aggregate principal amount of senior notes due 2020 and 2022 (together, the notes ) in a registered public offering. The notes will be fully and unconditionally guaranteed by the Partnership. The notes will be issued pursuant to that certain indenture, a form of which was filed as an exhibit to the Partnership s shelf registration statement on January 4, 2012, by and among the Issuers, the Partnership, as guarantor and U.S. Bank National Association, as trustee. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated January 4, 2012 announcing the notes offering.

**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.

**AmeriGas Partners, L.P.**

January 4, 2012

By: Margaret M. Calabrese

/s/ Margaret M. Calabrese  
Name: Margaret M. Calabrese  
Title: Assistant Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 4, 2012 announcing the notes offering.