

AMERIGAS PARTNERS LP
Form 8-K
June 12, 2003

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

June 11, 2003

(Date of Report)

AmeriGas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other

jurisdiction of incorporation)

1-13692
(Commission

File No.)

23-2787918
(I.R.S. Employer

Identification No.)

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460 North Gulph Road

King of Prussia, Pennsylvania
(Address of principal executive offices)

19406
(Zip Code)

(610) 337-7000

(Registrant's telephone number, including area code)

Item 5. Other Events.

Attached as Exhibit 1.1 is the Underwriting Agreement, dated June 11, 2003, by and among AmeriGas Partners, L.P., a Delaware limited partnership, AmeriGas Propane, L.P., a Delaware limited partnership, AmeriGas Propane, Inc., a Pennsylvania corporation, AmeriGas Eagle Propane, L.P., a Delaware limited partnership, AmeriGas Eagle Holdings, Inc., a Delaware corporation, Citigroup Global Markets Inc., A.G. Edwards & Sons, Inc., Credit Suisse First Boston LLC, and UBS Securities LLC.

Attached as Exhibit 8.1 is the opinion of Morgan, Lewis & Bockius LLP, dated June 12, 2003, relating to certain tax matters.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

- 1.1 Underwriting Agreement, dated June 11, 2003, by and among AmeriGas Partners, L.P., a Delaware limited partnership, AmeriGas Propane, L.P., a Delaware limited partnership, AmeriGas Propane, Inc., a Pennsylvania corporation, AmeriGas Eagle Propane, L.P., a Delaware limited partnership, AmeriGas Eagle Holdings, Inc., a Delaware corporation, Citigroup Global Markets Inc., A.G. Edwards & Sons, Inc., Credit Suisse First Boston LLC, and UBS Securities LLC.
- 8.1 Opinion of Morgan, Lewis & Bockius LLP, dated June 12, 2003, relating to certain tax matters.
- 23.1 Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 8.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

AMERIGAS PARTNERS, L.P.

(Registrant)

By: AmeriGas Propane, Inc.,
its general partner

Date: June 12, 2003

By: /s/ ROBERT H. KNAUSS

Robert H. Knauss

Vice President Law

EXHIBIT INDEX

Exhibit Number	Description
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