

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)

460 No. Gulph Road, King of Prussia,

Pennsylvania

(Address of principal executive offices)

Registrant's telephone number, including area code:

1-13692

(Commission

File Number)

23-2787918

(I.R.S. Employer

Identification No.)

19406

(Zip Code)

(610) 337-7000

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.