

AMERIGAS PARTNERS LP  
Form 8-K  
March 14, 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): March 13, 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**  
(IRS Employer  
Identification No.)

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460 No. Gulph Road, King of Prussia, Pennsylvania

(Address of principal executive offices)

Registrant's telephone number, including area code: (610) 337-7000

19406  
(Zip 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:

- .. 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P. (the Partnership ) approved an amendment dated as of March 13, 2012 ( Amendment No. 1 ) to the Partnership s Fourth Amended and Restated Agreement of Limited Partnership (the Partnership Agreement ). Amendment No. 1 adds a new Section 9.5 to the Partnership Agreement, which confirms the Partnership s compliance with Section 704 of the Internal Revenue Code of 1986, as amended (the Code ), and the Treasury Regulations promulgated thereunder.

The description of Amendment No. 1 in this Item 5.03 is qualified in its entirety by reference to the copy of Amendment No. 1 filed as Exhibit 3.1 to this report, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Amendment No. 1 to Fourth Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of March 13, 2012.

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.

Dated: March 13, 2012

AmeriGas Partners, L.P.

By: John S. Iannarelli

By: /s/ John S. Iannarelli

Name: John S. Iannarelli

Title: Vice President - Finance and Chief Financial Officer of  
AmeriGas Propane, Inc., the general partner of AmeriGas  
Partners, L.P.

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendment No. 1 to Fourth Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of March 13, 2012.