

AMERIGAS PARTNERS LP  
Form 8-K  
March 21, 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 21, 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 9.01**    **Financial Statements and Exhibits.**

(d) Exhibits

5.1      Legal Opinion of Morgan, Lewis & Bockius LLP

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 21, 2012

AmeriGas Partners, L.P.

By: /s/ Margaret M. Calabrese

Name: Margaret M. Calabrese

Title: Assistant Secretary of AmeriGas Propane, Inc.,  
the general partner of AmeriGas Partners, L.P.

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Legal Opinion of Morgan, Lewis & Bockius LLP