AMERIGAS PARTNERS LP
Form 8-K
June 21, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): June 20, 2016

AmeriGas Partners, L.P.

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-13692	23-2787918
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

460 No. Gulph Road

King of Prussia, Pennsylvania 19406

(Address of principal executive offices) (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:

¨ **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 8.01 Other Events.

On June 20, 2016, AmeriGas Partners, L.P. (the Partnership), AmeriGas Finance Corp. (the Finance Corp. and, together with the Partnership, the Issuers), AmeriGas Propane, L.P., the operating partnership of the Partnership, AmeriGas Propane, Inc., the general partner of the Partnership and AmeriGas Propane, L.P., entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named therein, with respect to the issue and sale by the Issuers of $675,000,000 aggregate principal amount of 5.625% Senior Notes due 2024 (the 2024 Notes) and $675,000,000 aggregate principal amount of 5.875% Senior Notes due 2026 (the 2026 Notes and, together with the 2024 Notes, the Notes) in an underwritten public offering (the Offering). The Notes sold in the Offering were registered under the Securities Act of 1933, as amended, pursuant to the Issuers shelf registration statement on Form S-3 (File Nos. 333-212117 and 333-212117-01). The closing of the Offering is expected to occur on or about June 27, 2016.

A copy of the Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated June 20, 2016, by and among AmeriGas Partners, L.P., AmeriGas Finance Corp., AmeriGas Propane, L.P., AmeriGas Propane, Inc., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named therein.

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.

AmeriGas Partners, L.P.

June 21, 2016

By: /s/ Hugh J. Gallagher
Name: Hugh J. Gallagher
Title: Vice President - Finance and Chief Financial Officer of AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P.

EXHIBIT INDEX

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