

AMERIGAS PARTNERS LP
Form 8-K
August 25, 2011

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):

August 24, 2011

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)

Registrant's telephone number, including area 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:

- 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))

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Item 8.01 Other Events.

On August 24, 2011, AmeriGas Partners, L.P. (the "Partnership") announced the expiration and final results of the tender offer with respect to its outstanding 7 % Senior Notes due 2016 (the "Notes"). The tender offer expired at 11:59 p.m. New York City time on August 23, 2011, and a total of \$306,660,000 in aggregate principal amount of the Notes were validly tendered and accepted for repurchase in the tender offer.

Additionally, the Partnership announced that on August 11, 2011, it issued a notice of redemption for the Notes that had not been tendered as of that date. Holders of the \$43,340,000 principal amount of Notes currently outstanding will receive a cash payment of \$1,035.63 for each \$1,000 principal amount of Notes called for redemption plus accrued and unpaid interest up to, but not including, the redemption date of September 12, 2011.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished herewith:

99.1 Press Release of AmeriGas Partners, L.P. dated August 24, 2011.

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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.

August 24, 2011

By: *Margaret M. Calabrese*

*Name: Margaret M. Calabrese
Title: Assistant Secretary of AmeriGas Propane, Inc., the
general partner of AmeriGas Partners, L.P.*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of AmeriGas Partners, L.P. dated August 24, 2011.