

AMERIGAS PARTNERS LP
Form 8-K
January 05, 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): January 5, 2011

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
(I.R.S. Employer

Identification No.)

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460 N. Gulph Road, King of Prussia,

Pennsylvania
(Address of principal executive offices)

19406
(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))

Item 8.01 Other Events

On January 5, 2011, AmeriGas Partners, L.P. (the Partnership) announced the Partnership's intention to offer, subject to market and other conditions, \$470 million of senior notes due 2021 (the Notes). The Notes will be issued pursuant to an indenture to be entered into among the Partnership and AmeriGas Finance Corp., as issuers, and U.S. Bank National Association, as Trustee (the Indenture). The form of the Indenture is attached to this Current Report on Form 8-K as Exhibit 4.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- 4.1 Form of Indenture among AmeriGas Partners, L.P., AmeriGas Finance Corp. and U.S. Bank National Association, as Trustee
- 12.1 Computation of Ratio of Earnings to Fixed Charges

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 5, 2011

By: /s/ Margaret M. Calabrese

Name: Margaret M. Calabrese

Title: Assistant Secretary of AmeriGas Propane, Inc.,

the General Partner

EXHIBIT INDEX

Exhibit	Description
4.1	Form of Indenture among AmeriGas Partners, L.P., AmeriGas Finance Corp. and U.S. Bank National Association, as Trustee
12.1	Computation of Ratio of Earnings to Fixed Charges