

AMERIGAS PARTNERS LP  
Form 8-K  
July 09, 2013

**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): July 9, 2013**

**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.)**

Edgar Filing: AMERIGAS PARTNERS LP - Form 8-K

**460 No. 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 July 9, 2013, AmeriGas Partners, L.P. (the Partnership), AmeriGas Propane, L.P., the operating partnership of the Partnership, AmeriGas Propane, Inc., the general partner of the Partnership and AmeriGas Propane, L.P., and Heritage ETC, L.P. (the Selling Unitholder) entered into an underwriting agreement, attached as Exhibit 1.1 hereto, with Morgan Stanley & Co. LLC, Barclays Capital Inc., UBS Securities LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, and Wells Fargo Securities, LLC, as representatives of the several underwriters, with respect to the underwritten public offering of 7,500,000 of the Partnership's common units (8,625,000 common units if the underwriters exercise their option to purchase additional units in full) to be sold by the Selling Unitholder, representing the Partnership's limited partner interests. The closing of the offering is expected to occur on July 12, 2013, subject to customary closing conditions.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement, dated July 9, 2013, by and among the Partnership, AmeriGas Propane, Inc., AmeriGas Propane, L.P., the Selling Unitholder, Morgan Stanley & Co. LLC, Barclays Capital Inc., UBS Securities LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.

**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.

*July 9, 2013*

*By: /s/ Monica M. Gaudiosi*

*Name: Monica M. Gaudiosi*

*Title: Vice President and Secretary of AmeriGas Propane, Inc., the  
general partner of AmeriGas Partners, L.P.*

**EXHIBIT INDEX**

EXHIBIT NO.	DESCRIPTION
1.1	Underwriting Agreement, dated July 9, 2013, by and among the Partnership, AmeriGas Propane, Inc., AmeriGas Propane, L.P., the Selling Unitholder, Morgan Stanley & Co. LLC, Barclays Capital Inc., UBS Securities LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.