

**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 21, 2019

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.)

460 North Gulph Road
King of Prussia, Pennsylvania
(Address of principal executive offices)

19406
(Zip Code)

Registrant's telephone number, including area code: (610) 337-1000

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s):	Name of each exchange on which registered:
Common Units representing limited partner interests	APU	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On August 21, 2019, AmeriGas Partners, L.P., a Delaware limited partnership (“AmeriGas”), held a special meeting of unitholders (the “Special Meeting”), to vote on the proposals identified in the definitive proxy statement of AmeriGas, dated July 12, 2019, which was first mailed to AmeriGas unitholders on July 15, 2019 (the “Proxy Statement”).

As of the close of business on July 1, 2019, the record date for the Special Meeting, there were 92,999,704 AmeriGas common units outstanding and entitled to be voted at the Special Meeting (the “AmeriGas common units”). A quorum of 59,648,250 AmeriGas common units was represented in person or by proxy at the Special Meeting. A summary of the voting results for the following proposals, which are described in detail in the Proxy Statement, is set forth below:

1. Proposal to approve the Agreement and Plan of Merger, dated as of April 1, 2019 (as may be amended from time to time, the “Merger Agreement”), by and among UGI Corporation (“UGI”), AmeriGas Propane Holdings, Inc., AmeriGas Propane Holdings, LLC (“Merger Sub”), AmeriGas and AmeriGas Propane, Inc., the general partner of AmeriGas (the “General Partner”), and the transactions contemplated thereby, including the merger of Merger Sub with and into AmeriGas, with AmeriGas continuing as the surviving entity and an indirect, wholly owned subsidiary of UGI (the “Merger”) (the “Merger Proposal”). The Merger Proposal received the affirmative vote of (i) approximately 93.14% of the outstanding AmeriGas common units represented at the Special Meeting in person or by proxy and (ii) approximately 59.75% all outstanding AmeriGas common units.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
55,558,047	3,687,152	403,051	0

2. Proposal to approve the adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, at the time of the Special Meeting on August 21, 2019 (the “Adjournment Proposal”). The Adjournment Proposal received the affirmative vote of (i) approximately 92.91% of the outstanding AmeriGas common units represented at the Special Meeting in person or by proxy and (ii) approximately 59.59% all outstanding AmeriGas common units.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
55,417,454	3,727,220	503,576	0

3. Proposal to approve, by a non-binding advisory vote, the compensation arrangements disclosed in the Proxy Statement that may be payable to AmeriGas’ named executive officers in connection with the completion of the Merger, and the adoption of the following resolution:

“RESOLVED, that the compensation that may be paid or become payable to AmeriGas’ named executive officers in connection with the Merger, as disclosed in the table in the section of the Proxy Statement entitled “Special Factors—Interests of Directors and Executive Officers of the General Partner in the Merger—Quantification of Payments and Benefits to AmeriGas’ Named Executive Officers That Are Based on or Otherwise Relate to the Merger,” including the preceding narrative discussion, and the agreements pursuant to which such compensation may be paid or become payable, are hereby APPROVED.” (the “Compensation Proposal”). The Compensation Proposal received the affirmative vote of (i) approximately 90.40% of the outstanding AmeriGas common units represented at the Special Meeting in person or by proxy and (ii) approximately 57.98% all outstanding AmeriGas common units.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
53,919,709	4,762,035	966,506	0

No other business properly came before the Special Meeting.

Item 8.01. Other Events.

On August 21, 2019, AmeriGas and UGI issued a joint press release announcing the results of the AmeriGas unitholder vote at the Special Meeting. A copy of the press release is attached 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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated August 21, 2019.
Exhibit 104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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

Date: August 21, 2019

AMERIGAS PARTNERS, L.P.

By: /s/ Monica M. Gaudiosi

Monica M. Gaudiosi

Vice President and General Counsel, Secretary of AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P.



AMERIGAS COMMON UNITHOLDERS APPROVE MERGER WITH UGI

VALLEY FORGE, Pa., August 21, 2019 – UGI Corporation (NYSE: UGI; “UGI”) and AmeriGas Partners, L.P. (NYSE: APU; the “Partnership”) announced today that, at the special meeting of the Partnership common unitholders held earlier today, the Partnership’s common unitholders voted to approve that certain Agreement and Plan of Merger, dated as of April 1, 2019 (the “Merger Agreement”), by and among UGI, AmeriGas Propane, Inc., the general partner of the Partnership, AmeriGas Propane Holdings, Inc., an indirect, wholly owned subsidiary of UGI, AmeriGas Propane Holdings, LLC, an indirect, wholly owned subsidiary of UGI (“Merger Sub”), and the Partnership, and the transactions contemplated thereby, including the merger of Merger Sub with and into the Partnership, with the Partnership surviving as an indirect, wholly owned subsidiary of UGI (the “Merger”).

Approximately 93% of the Partnership’s common unitholders represented in person or by proxy at the special meeting voted in favor of approval of the Merger Agreement, which represented approximately 60% of the Partnership’s total outstanding common units as of July 1, 2019, the record date for the special meeting. As a result of a majority of the outstanding Partnership common units being voted in favor of approval of the Merger Agreement, the Merger Agreement and the transactions contemplated thereby, including the Merger, were approved and adopted.

The Partnership and UGI also announced today that all conditions required to complete the Merger under the terms of the Merger Agreement have been satisfied and all necessary filings will be made for the transaction to take effect on August 21, 2019. The Partnership’s common units will continue to trade on the New York Stock Exchange (“NYSE”) on August 21, 2019 and will be suspended from trading on the NYSE effective as of the opening of trading on August 22, 2019. On or about August 22, 2019, the Partnership will direct the NYSE to file a Form 25 with the Securities and Exchange Commission (“SEC”) to commence the process of delisting the Partnership common units from the NYSE and deregistering such common units under the Securities Exchange Act of 1934, as amended. Promptly after the effective time of the Merger, Computershare Trust Company, N.A., the Partnership’s exchange agent, will mail or provide to each record holder of Partnership common units transmittal materials and instructions for the surrender of such holder’s Partnership common units that have not previously been surrendered. Upon the surrender of original unit certificates evidencing Partnership common units, if applicable, accompanied by the return of the transmittal materials, the exchange agent will promptly pay the merger consideration to Partnership common unitholders. Partnership common unitholders who hold their common units through a broker, bank or other nominee should contact them for instructions on how to receive their merger consideration.

About UGI Corporation

UGI Corporation is a distributor and marketer of energy products and services. Through subsidiaries, UGI operates natural gas and electric utilities in Pennsylvania, distributes propane both domestically and internationally, manages midstream energy and electric generation assets in Pennsylvania, Ohio and West Virginia, and engages in energy marketing in eleven eastern states, the District of Columbia and internationally in France, Belgium, the Netherlands and the UK. UGI, through subsidiaries, is the sole general partner and owns approximately 26% of the Partnership, the nation’s largest retail propane distributor.



About AmeriGas Partners, L.P.

AmeriGas Partners, L.P. is the nation's largest retail propane marketer, serving over 1.7 million customers in all 50 states from approximately 1,900 distribution locations. UGI, through subsidiaries, is currently the sole general partner and owns approximately 26% of the Partnership, with the public owning the remaining 74%. Comprehensive information about the Partnership is available on the Internet at <http://www.amerigas.com>.

UGI and AmeriGas Contacts

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Forward-Looking Statements

All statements in this press release (and oral statements made regarding the subjects of this communication) other than historical facts are forward-looking statements. The safe harbor provisions under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, do not apply to forward-looking statements made or referred to in this release. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside the control of UGI and the Partnership, which could cause actual results to differ materially from such statements. Forward-looking information includes, but is not limited to, the anticipated completion of the proposed transaction and the timing thereof. While UGI believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. Among the factors that could cause results to differ materially from those indicated by such forward-looking statements are: the failure to realize the anticipated costs savings, synergies and other benefits of the Merger and any recent or future transactions, including certain integration risks relating to the acquisition of Columbia Midstream Group, LLC by UGI Energy Services, LLC; the possible diversion of management time on Merger-related issues; local, regional and national economic conditions and the impact they may have on UGI, the Partnership and their customers; changes in tax laws that impact MLPs and the continued analysis of recent tax legislation; conditions in the energy industry, including cost volatility and availability of all energy products, including propane, natural gas, electricity and fuel oil as well as increased customer conservation measures; adverse weather conditions; the financial condition of UGI's and the Partnership's customers; any non-performance by customers of their contractual obligations; changes in customer, employee or supplier relationships; changes in safety, health, environmental and other regulations; liability for uninsured claims and for claims in excess of insurance coverage; domestic and international political, regulatory and economic conditions in the U.S. and in foreign countries, including the current conflicts in the Middle East; foreign currency exchange rate fluctuations (particularly the euro); the timing of development of Marcellus Shale gas production; the results of any reviews, investigations or other proceedings by government authorities; addressing any reviews,

investigations or other proceedings by government authorities or shareholder actions, including, but not limited to, pending litigation relating to the Merger; the performance of the Partnership; and the interruption, disruption, failure, malfunction or breach of UGI's or the Partnership's information technology systems, including due to cyber-attack.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties described in each of UGI's and the Partnership's Annual Reports on Form 10-K for the fiscal year ended September 30, 2018, and those set forth from time to time in each entity's filings with the SEC, which are available at www.ugicorp.com and www.amerigas.com, respectively. Except as required by law, UGI and the Partnership expressly disclaim any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events or otherwise.