

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>POL ANNE</u> (Last) (First) (Middle) <u>460 NORTH GULPH ROAD</u> (Street) <u>KING OF PRUSSIA PA 19406</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMERIGAS PARTNERS LP [APU]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/21/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| APU Common Units | 08/21/2019 | | D | | 15,047 ⁽¹⁾ | D | (1) | 0 | I | Benefit Plan |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | | | | | |

Explanation of Responses:

1. See Exhibit 99.1.

Remarks:

/s/ Jessica A. Milner, Attorney-in-Fact 08/23/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Pursuant to that certain Agreement and Plan of Merger, dated as of April 1, 2019 (the "Merger Agreement"), by and among UGI Corporation ("UGI"), the Issuer and the other parties thereto, UGI acquired all of the outstanding common units representing limited partnership interests in the Issuer (the "AmeriGas common units") not already held by UGI or one of its subsidiaries (the "Public Common Units") via a merger that resulted in the Issuer surviving the merger as an indirect, wholly owned subsidiary of UGI (the "Merger").

Pursuant to the Merger Agreement, each Public Common Unit was automatically converted in the Merger into the right to receive, at the election of each holder of Public Common Units, but subject to any applicable withholding tax and the proration pursuant to the Merger Agreement, one of the following forms of consideration: (i) 0.6378 (the "Share Multiplier") shares of UGI common stock ("UGI Shares"); (ii) \$7.63 in cash, without interest, and 0.500 UGI Shares; or (iii) \$35.325 in cash, without interest. In each case, cash in lieu of any fractional UGI Shares, without interest, will be paid.

Under the Merger Agreement, each unvested award of a performance unit (an "AmeriGas Performance Unit"), other than an AmeriGas Performance Unit or portion thereof that was eligible to be earned based on AmeriGas' total unitholder return over a designated performance period subject to any applicable modifier (each, an "AmeriGas TUR Unit"), outstanding immediately prior to the completion of the Merger was, as of the effective time of the Merger, automatically cancelled and converted into a number of cash-settled performance-based restricted stock units relating to UGI Shares determined by multiplying the number of AmeriGas Performance Units subject to such award by the Share Multiplier.

Each unvested award of an AmeriGas TUR Unit outstanding immediately prior to the completion of the Merger was, as of the effective time of the Merger, automatically cancelled and converted into a number of cash-settled restricted stock units relating to UGI Shares determined by multiplying (i) the target number of AmeriGas TUR Units subject to such award, by (ii) the Share Multiplier, and (iii) the TUR Performance Multiplier. The "TUR Performance Multiplier" will be equal to the greater of 100% or such percentage as is determined in accordance with the terms of the applicable award agreement governing the applicable AmeriGas TUR Units.

Each unvested award of a restricted AmeriGas common unit issued under the AmeriGas Propane, Inc. 2010 Long-Term Incentive Plan on behalf of AmeriGas Partners, L.P., as amended (the "AmeriGas LTIP" and each such award, an "AmeriGas Restricted Unit") outstanding immediately prior to the completion of the Merger was, as of the effective time of the Merger, automatically cancelled and converted into a number of cash-settled restricted stock units relating to UGI Shares determined by multiplying the number of AmeriGas Restricted Units subject to such award by the Share Multiplier.

Each outstanding award of a phantom unit relating to an AmeriGas common unit issued under an AmeriGas LTIP (each, an "AmeriGas Phantom Unit" and together with the AmeriGas Performance Units, AmeriGas TUR Units and AmeriGas Restricted Units, the "AmeriGas LTIP Awards") outstanding immediately prior to the completion of the Merger was, as of the effective time of the Merger, automatically, without any action on the part of the holder thereof, cancelled and converted into a number of cash-settled restricted stock units relating to UGI Shares determined by multiplying the number of AmeriGas Phantom Units subject to such award by the Share Multiplier.