
**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 17, 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
(IRS Employer
Identification No.)

**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))

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-2 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 17, 2019, the Board of Directors of AmeriGas Propane, Inc. (the "General Partner"), the general partner of AmeriGas Partners, L.P. ("AmeriGas Partners"), appointed Ann P. Kelly, age 48, to serve as Vice President – Finance and Chief Financial Officer of the General Partner, effective February 11, 2019. Ms. Kelly will succeed Ted J. Jastrzebski, who, as previously announced, has been serving as the General Partner's principal financial officer on an interim basis following Hugh J. Gallagher's appointment as the General Partner's President and Chief Executive Officer in September 2018. Mr. Jastrzebski will continue to serve as the Chief Financial Officer of UGI Corporation, the General Partner's parent. Ms. Kelly will be succeeded by Laurie A. Bergman, who will serve as the Vice President, Chief Accounting Officer and Corporate Controller of UGI Corporation, effective February 11, 2019.

In December 2014, Ms. Kelly joined UGI Utilities, Inc. ("Utilities"), a wholly-owned subsidiary of UGI Corporation, as its Controller and Principal Accounting Officer, and served as UGI Corporation's Assistant Treasurer from May 2016 until she was appointed as UGI Corporation's Vice President, Chief Accounting Officer and Corporate Controller in March 2018. Prior to joining Utilities, Ms. Kelly held the position of Chief Financial Officer of JGM, Inc. (a structural steel fabrication company). She previously held roles of increasing responsibility in finance and accounting at Preferred Sands (a provider of sand-based proppant solutions to the oil and gas industry), Exelon Generation, PECO Energy Company, Radnor Holdings Corporation (a former manufacturer and distributor of disposable foodservice products), PricewaterhouseCoopers LLP and Dean Witter Reynolds (a former stock brokerage and securities firm).

The General Partner has agreed to pay Ms. Kelly an annual base salary of \$325,000. In addition, Ms. Kelly will participate in the General Partner's annual bonus plan. Her target annual bonus plan opportunity, as a percentage of annual base salary, will be 50%, prorated based on her promotion date. Ms. Kelly will also participate in the General Partner's long-term compensation plan, the AmeriGas Propane, Inc. 2010 Long-Term Incentive Plan on Behalf of AmeriGas Partners, L.P. (the "2010 Plan"), and she will continue to participate in UGI Corporation's long-term compensation plan, the UGI Corporation 2013 Omnibus Incentive Compensation Plan. The General Partner's Compensation/Pension Committee approved a long-term equity award for Ms. Kelly with a total value of \$278,000. A portion of the award will consist of UGI Corporation stock options, to be approved by the UGI Corporation Compensation and Management Development Committee, and a portion of the award will consist of AmeriGas Partners, L.P. performance units, to be approved by the General Partner's Compensation/Pension Committee, with distribution equivalents that may be earned at the end of the 2019-2021 measurement period. Each performance unit represents the right of the recipient to receive a Common Unit and cash equal to distributions paid during the performance period if specified performance goals and other conditions are met.

Ms. Kelly will participate in the General Partner's benefit plans, including the AmeriGas Propane, Inc. Supplemental Executive Retirement Plan for New Employees (the "SERP") and the AmeriGas Propane, Inc. Senior Executive Employee Severance Plan (the "Severance Plan"). Additionally, pursuant to a change in control agreement, UGI Corporation will provide Ms. Kelly with cash benefits ("Benefits") if UGI Corporation terminates her employment without cause or if she terminates employment for good reason at any time within two years following a change in control of UGI Corporation. If the events trigger a payment following a change in control, the Benefits payable to Ms. Kelly will be as specified under her change in control agreement unless payments under the Severance Plan would be greater, in which case Benefits would be provided under the Severance Plan. Benefits under this arrangement will be equal to two times her base salary plus annual bonus. Ms. Kelly will also receive the cash equivalent of her target bonus, prorated for the number of months served in the fiscal year. In addition, Ms. Kelly will receive a cash payment based on the cost she would have incurred to continue medical and dental coverage under the General Partner's plans for two years (less the amount Ms. Kelly would be required to contribute for such coverage if she were an active employee). The impact of a change in control on outstanding performance units, distribution equivalents, and unvested stock options will be as set forth in the applicable plan and/or grant letter. In the event of the termination of Ms. Kelly's employment following a change in control, she would also receive benefits under the SERP calculated as if she had continued in employment for two years. Descriptions of UGI Corporation's change in control agreements and the General Partner's SERP and Severance Plan are included in Item 11, Executive Compensation, of the AmeriGas Partners Annual Report on Form 10-K.

In order to receive benefits under the Severance Plan or her change in control agreement, Ms. Kelly is required to execute a release that discharges the General Partner or UGI Corporation, respectively, and each of its subsidiaries from liability for any claims she may have against any of them, other than claims for amounts or benefits due her under any plan, program or contract provided by or entered into with the General Partner or UGI Corporation, respectively, and each of its subsidiaries. The Severance Plan also requires Ms. Kelly to ratify any post-employment activities agreement in effect and to cooperate in attending to matters pending at the time of termination of employment.

In addition to the benefits set forth above, company paid life and disability insurance are generally available to all employees. Ms. Kelly is also eligible for certain executive perquisites, including participation in the executive health maintenance program.

A copy of UGI Corporation's and the General Partner's press release is included 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>
10.1	<u>Description of oral employment at-will arrangement between AmeriGas Propane, Inc. and Ms. Ann P. Kelly.</u>
99.1	<u>Press Release of UGI Corporation and AmeriGas Propane, Inc. dated January 22, 2019.</u>

Exhibit Index

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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 thereunto duly authorized.

AmeriGas Partners, L.P.

Date: **January 22, 2019**

By: _____ /s/ Monica M. Gaudiosi
Monica M. Gaudiosi
Vice President, General Counsel and Secretary of AmeriGas Propane, Inc., the General Partner of AmeriGas Partners, L.P.

AMERIGAS PROPANE, INC.
DESCRIPTION OF COMPENSATION ARRANGEMENT
FOR
ANN P. KELLY

Ann P. Kelly will become Vice President – Finance and Chief Financial Officer of AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P, effective February 11, 2019. Ms. Kelly will have an oral compensation arrangement with AmeriGas Propane, Inc., which will include the following:

Ms. Kelly:

1. is entitled to an annual base salary, which for fiscal year 2019 will be \$325,000;
2. will participate in AmeriGas Propane, Inc.'s annual bonus plan, with bonus, if any, pro-rated for fiscal year 2019 and payable based on the achievement of pre-approved financial and/or business performance objectives that support business plans and strategic goals;
3. will participate in AmeriGas Propane, Inc.'s long-term compensation plan, the 2010 Long-Term Incentive Plan, and UGI Corporation's 2013 Omnibus Incentive Compensation Plan;
4. will receive cash benefits upon termination of her employment without cause following a change in control of UGI Corporation; and
5. will participate in AmeriGas Propane, Inc.'s benefit plans, including the AmeriGas Propane, Inc. Senior Executive Employee Severance Plan, and the AmeriGas Propane, Inc. Supplemental Executive Retirement Plan.

AmeriGas Appoints Ann P. Kelly Chief Financial Officer

UGI Appoints Laurie A. Bergman Vice President, Chief Accounting Officer and Corporate Controller

January 22, 2019

VALLEY FORGE, Pa., January 22 –AmeriGas Propane, Inc. (“AmeriGas” or the “General Partner”), the general partner of AmeriGas Partners, L.P. (NYSE: APU), has named Ann P. Kelly to the position of Vice President – Finance and Chief Financial Officer, effective February 11, 2019. Ms. Kelly, age 48, will succeed Ted J. Jastrzebski, who, as previously announced, has been serving as the principal financial officer of AmeriGas on an interim basis following Hugh J. Gallagher’s appointment as President and Chief Executive Officer of AmeriGas in September 2018. Mr. Jastrzebski will continue to serve as Chief Financial Officer of UGI Corporation (NYSE: UGI), the parent of the General Partner.

Since March 2018, Ms. Kelly has served as UGI Corporation’s Vice President, Chief Accounting Officer and Corporate Controller. She also served as UGI Corporation’s Assistant Treasurer from 2016 to 2018. Ms. Kelly joined UGI Utilities, Inc., a wholly-owned subsidiary of UGI Corporation, in 2014, where she served as its Controller and Principal Accounting Officer.

Prior to joining the organization, Ms. Kelly held the position of Chief Financial Officer of JGM, Inc., and served as Senior Vice President – Finance for Preferred Sands. She also held roles of increasing responsibility in finance and accounting at Exelon Generation, PECO, Radnor Holdings, Price Waterhouse and Dean Witter. Ms. Kelly holds a Bachelor of Arts in Accounting from Ohio Wesleyan University and a Master of Business Administration from Villanova University. She is also a Certified Public Accountant.

Ms. Kelly will be succeeded by Laurie A. Bergman, who will serve as the Vice President, Chief Accounting Officer and Corporate Controller of UGI Corporation, effective February 11, 2019. Ms. Bergman has served as the Chief Accounting Officer and Corporate Controller of AmeriGas since 2016. Prior to that, she served as Group Director – Financial Planning and Analysis of AmeriGas from 2014 to 2016. Ms. Bergman joined AmeriGas in 2006. Previously, Ms. Bergman served as a Financial Analysis Specialist and a Disbursement Operations Manager at CIGNA Corporation, a leading employee benefits provider, positions in which she served from 2001 to 2005. Ms. Bergman earned a Bachelor of Arts in Finance and a Master of Business Administration, with a concentration in Accounting, from Temple University. She is a Certified Public Accountant and a Certified Management Accountant.

John L. Walsh, president and chief executive officer of UGI Corporation and Chairman of the General Partner commented, “Ann has demonstrated impressive industry and financial knowledge since joining the UGI family in 2014. In her time with the organization, she has been an invaluable sponsor of key initiatives and we expect her to play a key role in our continued success as the CFO of AmeriGas.

“Laurie has been an important member of the AmeriGas team since 2006. In addition to her daily responsibilities, she has successfully led crucial corporate-wide projects. She is a great fit for her

new position, having served AmeriGas in a similar capacity, and we look forward to working with her as a member of the UGI Corporation leadership team. Both Ann and Laurie have displayed exceptional leadership throughout their careers and we are pleased to welcome them to their new roles.”

About UGI

UGI 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, 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 26% of AmeriGas Partners, L.P., the nation's largest retail propane distributor.

Comprehensive information about UGI Corporation is available on the Internet at <http://www.ugicorp.com>.

About AmeriGas

AmeriGas 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 Corporation, through subsidiaries, is the sole General Partner and owns 26% of the Partnership and the public owns the remaining 74%.

Comprehensive information about AmeriGas is available on the Internet at <http://www.amerigas.com>.

INVESTOR RELATIONS

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