
**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): September 14, 2018

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 No. 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))

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.

The following disclosure is responsive to Items 5.02(b), (c), (d) and (e).

On September 17, 2018, AmeriGas Propane, Inc. (the “General Partner”), the general partner of AmeriGas Partners, L.P. (“AmeriGas Partners”), and the General Partner’s parent, UGI Corporation (“UGI”), announced the departure of Jerry E. Sheridan from the position of President and Chief Executive Officer of the General Partner and the appointment of Hugh J. Gallagher, currently the General Partner’s Vice President – Finance and Chief Financial Officer, as Mr. Sheridan’s successor, effective September 18, 2018. Mr. Gallagher will also be an executive officer of UGI. In addition, Mr. Sheridan resigned as a member of the General Partner’s Board of Directors effective September 18, 2018. Mr. Sheridan will remain an employee of the General Partner until January 2019 to assist with the transition. Discussions regarding Mr. Sheridan’s compensatory arrangements are ongoing.

Mr. Gallagher, age 55, has held the position of Vice President – Finance and Chief Financial Officer since May 2013. Since joining UGI in 1990, Mr. Gallagher has served both UGI and AmeriGas in various finance, accounting and operations roles, including as Treasurer, Director of Treasury Services and Investor Relations, Director – Business Development and Director – Financial Planning and Analysis.

UGI’s Chief Financial Officer, Ted J. Jastrzebski, will serve as the General Partner’s principal financial officer on an interim basis until Mr. Gallagher’s successor is named. Mr. Jastrzebski, age 57, joined UGI as Chief Financial Officer in May 2018. Mr. Jastrzebski served as Executive Vice President and Chief Financial Officer of Qurate Retail Group (formerly known as the QVC Group of Companies), one of the largest video and eCommerce retailers in the world comprised of QVC, HSN, Cornerstone Brands, and Zulily, from 2013 to 2018. Prior to joining Qurate, Mr. Jastrzebski served in various positions at The Hershey Company from 2004 to 2013, including as Senior Vice President and President, Hershey Americas from 2011 to 2013, Senior Vice President and President, Hershey International from 2007 to 2010, and Vice President, Finance, Hershey International from 2004 to 2007. Mr. Jastrzebski will not receive additional compensation for his service as the General Partner’s interim principal financial officer.

In addition, UGI announced the appointment of Roger Perreault, age 54, to the newly created position of Executive Vice President, Global LPG, effective October 1, 2018. In his new role, Mr. Perreault will be responsible for UGI’s LPG distribution businesses, conducted through AmeriGas Propane, L.P. and UGI International, LLC and each of their subsidiaries and will become an executive officer of the General Partner. Mr. Perreault will continue to serve as President of UGI International, LLC, a role that he has held since November 2015. Mr. Perreault spent 21 years with Air Liquide, serving in various leadership positions from 2008 to 2014, including in a global role as President, Large Industries with international responsibilities and, prior to that, in a role with responsibility for Air Liquide’s North American large industries business.

In connection with Mr. Gallagher’s role as President and Chief Executive Officer, the General Partner has agreed to pay Mr. Gallagher an annual base salary of \$460,000. In addition, Mr. Gallagher will continue to participate in the General Partner’s annual bonus plan and his target annual bonus plan opportunity, as a percentage of annual base salary, will be 75%.

Mr. Gallagher also will continue to participate in the General Partner’s and UGI’s equity compensation plans, as well as the General Partner’s benefit plans, including the AmeriGas Propane, Inc. Supplemental Executive Retirement Plan (“SERP”) and the AmeriGas Propane, Inc. Senior Executive Employee Severance Plan (“Severance Plan”). Additionally, pursuant to a change in control agreement, the General Partner will provide Mr. Gallagher with cash benefits (“Benefits”) if the General Partner terminates his employment without cause or if he terminates employment for good reason at any time within two years following a change in control of the General Partner, AmeriGas Partners, or UGI Corporation. Benefits under his change in control agreement will be equal to 2.5 times his annual base salary plus annual bonus. In order to receive benefits under the Severance Plan or his change in control agreement, Mr. Gallagher is required to execute a release discharging the General Partner and its subsidiaries and affiliates from liability for any claims he may have against any of them, other than claims for amounts or benefits due him under any plan, program, or contract provided by or entered into with the General Partner or its subsidiaries. Descriptions of the General Partner’s change in control agreements, SERP and Severance Plan are included in Item 11, Executive Compensation, of AmeriGas Partners’ Annual Report on Form 10-K. In connection with his promotion, Mr. Gallagher will also be required to enter into a new Confidentiality and Post-Employment Agreement with the General Partner.

A copy of 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.

10.1 [Description of oral employment at-will arrangement between AmeriGas Propane, Inc. and Mr. Hugh J. Gallagher.](#)

99.1 [Press Release of AmeriGas Propane, Inc. dated September 17, 2018.](#)

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.

September 18, 2018

By: /s/ Monica M. Gaudiosi

Name: Monica M. Gaudiosi

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

**AMERIGAS PROPANE, INC.
DESCRIPTION OF COMPENSATION ARRANGEMENT
FOR
HUGH J. GALLAGHER**

Hugh J. Gallagher is President and Chief Executive Officer of AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P. Mr. Gallagher has an oral compensation arrangement with AmeriGas Propane, Inc. which includes the following:

Mr. Gallagher:

1. is entitled to an annual base salary, effective September 18, 2018, of \$460,000;
2. participates in AmeriGas Propane, Inc.'s annual bonus plan, with bonus payable based on the achievement of pre-approved financial and/or business performance objectives that support business plans and strategic goals;
3. participates in AmeriGas Propane, Inc.'s long-term compensation plan, the 2010 Long-Term Incentive Plan, UGI Corporation's 2004 Omnibus Equity Compensation Plan, as amended, and UGI Corporation's 2013 Omnibus Incentive Compensation Plan;
4. will receive cash benefits upon termination of his employment without cause following a change in control of AmeriGas Propane, Inc., AmeriGas Partners, L.P. or UGI Corporation; and
5. participates 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 Announces Executive Management Changes

September 17, 2018

VALLEY FORGE, Pa.—(BUSINESS WIRE) – Today, AmeriGas Propane, Inc. (“AmeriGas” or the “General Partner”), the general partner of AmeriGas Partners, L.P. (NYSE: APU), announced that Jerry E. Sheridan has elected to leave the position of President and Chief Executive Officer and Hugh J. Gallagher, currently AmeriGas Vice President, Finance and Chief Financial Officer, has been appointed to the President and Chief Executive Officer position, effective September 18, 2018. Mr. Sheridan has also resigned as a director of the General Partner but will remain an employee of AmeriGas until January 2019 to assist with the transition.

John L. Walsh, President and Chief Executive Officer of UGI Corporation (“UGI”), the ultimate parent of the General Partner, stated, “We thank Jerry for his more than 13 years of service with AmeriGas and we wish him well in his future endeavors. During Jerry’s tenure with the Company, we completed over 90 acquisitions and achieved an increase of total unitholder return of more than 280%, a compound annual growth rate of over 10%, outpacing the Alerian MLP index and the S&P 500 index. We are pleased to have Hugh step into the President and CEO role. Hugh’s more than 25-year history with the Company will position him well to lead AmeriGas as we head into the 2018-2019 winter heating season.”

Mr. Gallagher has held the position of Vice President, Finance and Chief Financial Officer since May 2013. Since joining UGI in 1990, Mr. Gallagher has served both UGI and AmeriGas in various finance, accounting and operations roles, including Treasurer, Director of Treasury Services and Investor Relations and Director, Business Development. UGI Chief Financial Officer, Ted J. Jastrzebski, will serve as AmeriGas principal financial officer on an interim basis until Mr. Gallagher’s successor is named.

In addition, UGI announced the appointment of Roger Perreault to the newly created position of Executive Vice President, Global LPG, effective October 1, 2018. In his new role, Mr. Perreault will lead the Company’s LPG distribution businesses, conducted through AmeriGas Propane, L.P. and UGI International, LLC and their subsidiaries. Mr. Gallagher will report to Mr. Perreault. Mr. Perreault joined UGI in November 2015 as President of UGI International and he will continue to serve in that role. Mr. Perreault spent 21 years with Air Liquide, serving in various leadership positions, including in a global role as President, Large Industries and, prior to that, in a role with responsibility for Air Liquide’s North American large industries business. Mr. Walsh added, “The creation of Roger’s new role will allow us to better support strategic initiatives, accelerate growth, drive efficiencies and foster best practice sharing across UGI’s LPG businesses. We believe a strong and close collaboration between Roger and Hugh will enhance our ability to execute on the strategic opportunities that are critical to our future.”

About AmeriGas

AmeriGas is the nation's largest retail propane marketer, serving over 1.8 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 own the remaining 74%.

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

AmeriGas Partners, L.P.

Gary Garcia, 610-337-1000 ext. 6672

Brendan Heck, 610-337-1000 ext. 6608