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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): December 13, 2016**

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**AmeriGas Partners, L.P.**  
(Exact Name of Registrant as Specified in its Charter)

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**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 19406**  
(Address of principal executive offices) (Zip code)

**(610) 337-7000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.*****Amendment to Contingent Residual Support Agreement***

On December 13, 2016, AmeriGas Partners, L.P. (the “Partnership”) entered into an Amendment to the Contingent Residual Support Agreement (the “CRSA Amendment”), with Energy Transfer Partners, L.P., a Delaware limited partnership (“ETP”), AmeriGas Finance LLC, a Delaware limited liability company (“Finance Company”), AmeriGas Finance Corp., a Delaware corporation (“Finance Corp.”) and UGI Corporation, a Pennsylvania corporation (“UGI”). Finance Company, Finance Corp. and the Partnership may hereinafter be referred to collectively as the “AmeriGas Parties”.

Under the Indenture dated January 12, 2012 (the “January 2012 Indenture”), by and among Finance Company and Finance Corp., the Partnership, as guarantor, and U.S. Bank National Association, as trustee, Finance Company and Finance Corp. issued \$1.55 billion of senior notes comprised of two tranches consisting of \$550 million due May 20, 2020 and \$1 billion due May 20, 2022 (the “7.00% Notes”). On January 12, 2012, the AmeriGas Parties, UGI, and ETP (together, the “CRSA Parties”) entered into the Contingent Residual Support Agreement (the “CRSA”), relating to the contingent residual support (the “Support”) that ETP agreed to provide to Finance Company in furtherance of Finance Company’s loan to the Partnership of \$1.5 billion (the “Initial Supported Debt”) and setting forth, among other things, terms and conditions under which the Initial Supported Debt and the Senior Notes may be refinanced. The terms of the CRSA were described in and attached to the Partnership’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the “Commission”) on January 11, 2012. The CRSA Parties entered into an amendment to the CRSA on June 20, 2016. The terms of the amendment to the CRSA were described in and attached to the Partnership’s Current Report on Form 8-K filed with the Commission on June 20, 2016.

On December 13, 2016, the CRSA Parties entered into the CRSA Amendment in connection with (i) the AmeriGas Parties’ desire to purchase a portion of the outstanding 7.00% Notes through a tender offer for cash, subject to market and other conditions (the “7.00% Notes Tender Offer”) and (ii) the issuance of the New Notes (as defined in Item 7.01 below). Pursuant to the CRSA Amendment, the CRSA Parties have agreed to terminate their respective obligations under the CRSA relating to those 7.00% Notes that are properly tendered in the 7.00% Notes Tender Offer. Under the CRSA Amendment, promptly following the completion of the 7.00% Notes Tender Offer, the AmeriGas Parties are required to advise ETP of the amount by which the Support is decreased, such amount to be equivalent to the principal amount of the 7.00% Notes that are tendered. The New Notes will not be subject to the CRSA.

The foregoing description of the CRSA Amendment is qualified in its entirety by reference to the CRSA Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

On December 13, 2016, the Parties entered into the CRSA Amendment to terminate certain obligations under the CRSA, as described in Item 1.01 above under the caption “Amendment to Contingent Residual Support Agreement.”

**Item 7.01 Regulation FD Disclosure.**

On December 13, 2016, the Partnership issued a press release announcing the Partnership’s intention to offer, subject to market and other conditions, \$550 million of senior notes due 2025 (the “New Notes”). The New Notes will be issued pursuant to an indenture entered into among the Partnership and Finance Corp., as issuers, and U.S. Bank National Association, as Trustee on June 20, 2016. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Also on December 13, 2016, the Partnership issued a press release announcing a tender offer to purchase for cash up to \$500,000,000 outstanding principal amount of the 7.00% Senior Notes. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

| <u>Exhibit<br/>Number</u> | <u>Description</u>   |
|---------------------------|--|
| 10.1                      | Amendment to Contingent Residual Support Agreement dated December 13, 2016, among Energy Transfer Partners, L.P., AmeriGas Finance LLC, AmeriGas Finance Corp., AmeriGas Partners, L.P., and for certain limited purposes only, UGI Corporation. |
| 99.1                      | Press Release dated December 13, 2016 announcing the offering of the New Notes.  |
| 99.2                      | Press Release dated December 13, 2016 announcing the 7.00% Notes Tender Offer.   |

**SIGNATURE**

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.

December 13, 2016

By: /s/ Hugh J. Gallagher

Name: *Hugh J. Gallagher*

Title: *Vice President - Finance and Chief Financial  
Officer of AmeriGas Propane, Inc., the  
general partner of AmeriGas Partners, L.P.*

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**EXHIBIT INDEX**

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## AMENDMENT TO CONTINGENT RESIDUAL SUPPORT AGREEMENT

This Amendment to Contingent Residual Support Agreement (the "Amendment") is among ENERGY TRANSFER PARTNERS, L.P., a Delaware limited partnership ("ETP"), AMERIGAS FINANCE LLC, a Delaware limited liability company ("Finance Company"), AMERIGAS FINANCE CORP., a Delaware corporation ("Finance Corp"), AMERIGAS PARTNERS, L.P., a Delaware limited partnership ("AmeriGas") and, UGI CORPORATION, a Pennsylvania corporation ("UGI"). Finance Company, Finance Corp and AmeriGas may hereinafter be referred to collectively as the "AmeriGas Parties". ETP, the AmeriGas Parties and UGI may hereinafter be referred to collectively as the "Parties."

WHEREAS, pursuant to that certain indenture dated January 12, 2012 (the "Indenture"), Finance Company and Finance Corp issued \$1.55 billion of senior notes comprised of two tranches consisting of \$550 million that mature on May 20, 2020 (the "6.75% Notes") and \$1 billion that mature on May 20, 2022 (the "7.00% Notes"). The 6.75% Notes and the 7.00% Notes are referred to collectively as the "Senior Notes";

WHEREAS, the Parties entered into that certain Contingent Residual Support Agreement, dated as of January 12, 2012 (the "Agreement"), relating to the contingent residual support (the "Support") that ETP agreed to provide to Finance Company in furtherance of Finance Company's loan to AmeriGas of \$1.5 billion (the "Initial Supported Debt") and setting forth, among other things, terms and conditions under which the Initial Supported Debt and the Senior Notes may be refinanced;

WHEREAS, the Parties entered into that certain Amendment to Contingent Residual Support Agreement, dated June 20, 2016, whereby the Parties agreed to terminate their respective obligations under the Agreement relating to the 6.75% Notes in connection with the AmeriGas Parties' tender and subsequent call of the 6.75% Notes;

WHEREAS, AmeriGas and Finance Corp. issued a new series of senior notes that are not subject to the Agreement;

WHEREAS, the AmeriGas Parties now desire to purchase up to \$500 million of the outstanding 7.00% Notes as a result of a tender offer for cash (the "Tender Offer");

WHEREAS, the AmeriGas Parties intend to fund the Tender Offer by using a portion of the proceeds from the issuance by AmeriGas and Finance Corp of a new series of senior notes ("New Notes"); and

WHEREAS, in connection with the issuance of the New Notes, the Parties wish to terminate ETP's Support with respect to up to \$500 million of the 7.00% Notes, and release the Parties from their respective obligations under the Agreement.

NOW THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto, intending to be legally bound hereby, agree as follows:

Section 1. Termination. The Parties hereby agree to terminate the respective obligations of the Parties under the Agreement with respect to up to \$500 million of the 7.00% Notes that are properly tendered and accepted by the AmeriGas Parties in the Tender Offer.

Section 2. Notice of Completion of Tender Offer. Promptly following the completion of the Tender Offer, the AmeriGas Parties agree to advise ETP of the amount by which the Support is decreased, with such amount expected to be \$500 million.

Section 3. New Notes Shall Not be Subject to the Agreement. Each of the Parties hereby acknowledges and agrees that the New Notes shall not be deemed Refinancing Senior Notes under the Agreement and that the respective obligations of the Parties under the Agreement with respect to \$500 million of the 7.00% Notes shall not apply to the New Notes.

Section 4. Agreement to Remain in Full Force and Effect. Except as hereby expressly provided, the Agreement, as amended by this Amendment, is in all respects ratified and confirmed, and all of its terms, provisions and conditions shall be and remain in full force and effect as applied to the remaining \$450 million of 7.00% Notes subject to the Agreement. For the avoidance of doubt, the Parties agree that no payment is due to ETP under Section 6 of the Agreement in connection with this Amendment or the Tender Offer of the 7.00% Notes.

Section 5. Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement; signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signatures are physically attached to the same counterpart. Delivery of an executed signature page by facsimile or electronic transmission shall be as effective as delivery of a manually executed counterpart.

Section 6. Section Headings. Section headings appearing herein are included solely for convenience of reference and are not intended to affect the interpretation of any provision of this Amendment.

Section 7. Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the State of New York without regard for the conflicts of laws provisions thereunder.

*[signature page follows]*

**ENERGY TRANSFER PARTNERS, L.P.**

By: Energy Transfer Partners GP, L.P., its general partner

By: Energy Transfer Partners, L.L.C., its general partner

By: /s/ Thomas E. Long  
Name: Thomas E. Long  
Title: Chief Financial Officer  
Date: December 13, 2016

**AMERIGAS FINANCE LLC**

By: AmeriGas Partners, L.P., its sole member

By: AmeriGas Propane, Inc., its general partner

By: /s/ Hugh J. Gallagher  
Name: Hugh J. Gallagher  
Title: Vice President – Finance and Chief Financial Officer  
Date: December 13, 2016

**AMERIGAS FINANCE CORP.**

By: /s/ Hugh J. Gallagher  
Name: Hugh J. Gallagher  
Title: Vice President – Finance and Chief Financial Officer  
Date: December 13, 2016

**AMERIGAS PARTNERS, L.P.**

By: AmeriGas Propane, Inc., its general partner

By: /s/ Hugh J. Gallagher  
Name: Hugh J. Gallagher  
Title: Vice President – Finance and Chief Financial Officer  
Date: December 13, 2016

*[Signatures continue on next page]*

**ACKNOWLEDGED AND AGREED TO BY:**

**UGI CORPORATION**

By: /s/ John L. Walsh  
Name: John L. Walsh  
Title: President and Chief Executive Officer  
Date: December 13, 2016



# NEWS

P. O. Box 965, Valley Forge, PA 19482 (610) 337-7000

## **AmeriGas Partners, L.P. to Issue Notes**

VALLEY FORGE, Pa., December 13 – AmeriGas Partners, L.P. (NYSE: APU) (“AmeriGas Partners”) announced today that it and its wholly owned subsidiary, AmeriGas Finance Corp. (the “Co-Issuer”), intend to offer, subject to market and other conditions, \$550,000,000 in aggregate principal amount of senior notes due 2025 in a registered public offering. The net proceeds from the offering will be used to finance AmeriGas Partners’ tender offer for up to \$500,000,000 aggregate principal amount of its 7.00% Senior Notes Due 2022 and any remaining net proceeds will be used for reducing AmeriGas Partners’ and its subsidiaries’ remaining indebtedness from time to time and for general business purposes.

Wells Fargo Securities, LLC and J.P. Morgan Securities LLC are acting as joint book-running managers for the notes offering.

This offering is being made under an effective shelf registration statement filed with the U.S. Securities and Exchange Commission, and this offering is being made only by means of a prospectus supplement for this offering and a related base prospectus dated June 20, 2016. Copies of the prospectus supplement and the related base prospectus may be obtained by contacting: Wells Fargo Securities, LLC, at 608 2nd Ave S, Suite 1000, Minneapolis, MN 55402, Attention: WFS Customer Service or by calling 1-800-645-3751 Opt 5 or by email at [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).

This announcement is for informational purposes only and does not constitute an offer to sell, or the solicitation of an offer to buy, any note in any jurisdiction in which such an offer or solicitation, or the sale of these notes, would be unlawful without registration or qualification under the securities laws of such jurisdiction.

## **About AmeriGas Partners**

AmeriGas Partners is the nation’s largest retail propane marketer, serving approximately 1.9 million residential, commercial, industrial, agricultural, wholesale and motor fuel customers in all 50 states from approximately 1,900 propane distribution locations. UGI Corporation, through subsidiaries, is the sole General Partner and owns 26% of AmeriGas Partners and the public owns the remaining 74%.

**Forward-Looking Statements**

This press release contains certain forward-looking statements that management believes to be reasonable as of today's date only. Actual results may differ significantly because of risks and uncertainties that are difficult to predict and many of which are beyond management's control. You should read AmeriGas Partners' Annual Report on Form 10-K for a more extensive list of factors that could affect results. Among them are adverse weather conditions, cost volatility and availability of propane, the capacity to transport propane to our market areas, increased customer conservation measures, changes in laws and regulations, the impact of pending and future legal proceedings, political, economic and regulatory conditions in the U.S. and abroad, competitive pressures, failure to acquire new customers and retain current customers, liability for environmental claims, adverse labor relations, customer, counterparty, supplier, or vendor defaults, capital market conditions, changes in commodity market prices, the interruption, disruption, failure or malfunction of our information technology systems (including due to cyber attack), liability for uninsured claims and for claims in excess of insurance coverage, including those for personal injury and property damage arising from explosions, terrorism, and other catastrophic events that may result from operating hazards and risks incidental to transporting, storing and distributing propane, butane and ammonia, and our ability to successfully integrate acquisitions and achieve anticipated synergies. AmeriGas Partners undertakes no obligation to release revisions to its forward-looking statements to reflect events or circumstances occurring after today.

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Source: AmeriGas Partners, L.P.

AmeriGas Partners, L.P.

Will Ruthrauff, 610-337-7000 ext. 6571

Shelly Oates, 610-337-7000 ext. 3202



# NEWS

P. O. Box 965, Valley Forge, PA 19482 (610) 337-7000

## AmeriGas Partners, L.P. Commences Cash Tender Offer for up to \$500,000,000 outstanding principal amount of its 7.00% Senior Notes Due 2022

VALLEY FORGE, Pa., December 13 – AmeriGas Partners, L.P. (NYSE: APU) (“AmeriGas Partners”) has commenced an offer to purchase for cash up to \$500,000,000 aggregate principal amount of the 7.00% Senior Notes Due 2022 (the “Notes”) issued by its wholly owned subsidiaries, AmeriGas Partners, L.P. and AmeriGas Finance Corp. upon terms and subject to the conditions set forth in the Offer to Purchase, dated December 13, 2016, and a related Letter of Transmittal.

Information relative to the tender offer is set forth in the table below.

| Title of Security           | CUSIP/ISIN Number        | Principal Amount Outstanding | Tender Offer Consideration* | Early Participation Payment** | Total Consideration* |
|-----------------------------|--------------------------|------------------------------|-----------------------------|-------------------------------|----------------------|
| 7.00% Senior Notes Due 2022 | 03077JAB6 / US03077JAB61 | \$980,844,000                | \$ 1,027.50                 | \$ 30.00                      | \$ 1,057.50          |

\* For each \$1,000 principal amount of Notes, excluding any accrued and unpaid interest, which will be paid in addition to the Tender Offer Consideration or Total Consideration, as applicable.

\*\* For each \$1,000 principal amount of Notes validly tendered on or prior to the Early Participation Date (as defined below).

The tender offer will expire at 11:59 p.m., New York City time on January 11, 2017, unless extended (such date and time, as the same may be extended, the “Expiration Date”). Holders of the Notes who validly tender their Notes pursuant to the offer by 5:00 p.m., New York City time, December 27, 2016, unless extended (such date and time, as the same may be extended, the “Early Participation Date”), will be paid, for each \$1,000 principal amount of the Notes accepted for purchase, cash in an amount equal to \$1,057.50 (the “Total Consideration”), which includes an early participation payment of \$30.00 per \$1,000 principal amount of Notes accepted for purchase (the “Early Participation Payment”). Holders who validly tender their Notes after the Early Participation Date but prior to the Expiration Date will be paid, for each \$1,000 principal amount of the Notes accepted for purchase, cash in an amount equal to the Total Consideration minus the Early Participation Payment, or \$1,027.50 (the “Tender Offer Consideration”).

Notes that are tendered and accepted for purchase at or prior to the Early Participation Date will be settled only on the date that we refer to as the “Initial Payment Date,” which will promptly follow the Early Participation Date. We currently expect the Initial Payment Date to be

**AmeriGas Partners, L.P. Commences Cash Tender Offer for up to \$500,000,000 outstanding principal amount of its 7.00% Senior Notes Due 2022**

December 28, 2016. Notes that are tendered and accepted for purchase after the Early Participation Date but before the Expiration Date will be settled only on the date that we refer to as the “Final Payment Date,” which will promptly follow the Expiration Date. We currently expect the Final Payment Date to be January 12, 2017. If no additional Notes are tendered after the Early Participation Date, or if the tender offer is fully subscribed as of the Early Participation Date, there will be no Final Payment Date.

In addition to the applicable Tender Offer Consideration or the Total Consideration, as the case may be, all Notes accepted for purchase will also receive accrued and unpaid interest on such Notes from the last interest payment date to, but not including, the Initial Payment Date or the Final Payment Date, as applicable, for the Notes.

Subject to the terms and conditions of the Offer to Purchase (and any amendments or supplements thereto), we will accept for payment only validly tendered Notes up to an aggregate principal amount of Notes equal to \$500,000,000. If the aggregate principal amount of Notes validly tendered exceeds \$500,000,000, proration will occur if we accept Notes for purchase pursuant to the Offer to Purchase. If the aggregate principal amount of Notes validly tendered as of the Early Participation Date is less than \$500,000,000, Notes validly tendered after the Early Participation Date may be subject to proration, whereas Notes validly tendered at or prior to the Early Participation Date will not be subject to proration. If the aggregate principal amount of Notes validly tendered on or prior to the Early Participation Date exceeds \$500,000,000, we will not accept any Notes for purchase after the Early Participation Date, there will be no Final Payment Date and Notes tendered on or prior to the Early Participation Date will be subject to proration.

AmeriGas Partners will not be required to purchase any of the Notes tendered unless certain conditions have been satisfied, including the receipt of the net proceeds of a public offering of debt securities in an amount sufficient to pay the aggregate consideration payable pursuant to the offer.

We reserve the right to increase the aggregate principal amount of Notes to be accepted at any time, subject to compliance with applicable law, which could result in purchasing a greater principal amount of Notes in the tender offer. There can be no assurance that we will exercise our right to increase the aggregate principal amount to be accepted.

Tendered Notes may be withdrawn at or prior to 5:00 p.m., New York City time, on December 27, 2016, unless extended.

This announcement is not an offer to purchase or a solicitation of an offer to sell with respect to any Notes. Any offer to purchase the Notes will be made by means of an Offer to Purchase and related letter of transmittal. No offer to purchase will be made in any jurisdiction in which such an offer to purchase would be unlawful.

**AmeriGas Partners, L.P. Commences Cash Tender Offer for up to \$500,000,000 outstanding principal amount of its 7.00% Senior Notes Due 2022**

In connection with the tender offer, AmeriGas Partners has retained Wells Fargo Securities, LLC as the Dealer Manager. Questions regarding the tender offer should be directed to Wells Fargo Securities, LLC at 866-309-6316 (toll free) or 704-410-4760. The complete terms and conditions of the offer are set forth in the Offer to Purchase and the related Letter of Transmittal, each dated December 13, 2016. Holders are urged to read those documents carefully. Requests for documents should be directed to D.F. King & Co., Inc., the Information Agent for the tender offer, at 800-967-5074 (toll free) or 212-269-5550.

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