

AMERIGAS PARTNERS LP
Form 8-K
October 15, 2007

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):

October 15, 2007

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:

610 337-7000

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))

Top of the Form

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective October 15, 2007, AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P. (the "Partnership") amended the Third Amended and Restated Agreement of Limited Partnership of the Partnership to permit the use of a book-entry (certificate-less) system to represent the Partnership's Common Units and to permit the Partnership's financial information to be delivered to its unitholders electronically via the Partnership's website. The amendment to permit the use of a book-entry system to represent the Partnership's Common Units was necessary in order for the Partnership to comply with a new requirement of the New York Stock Exchange, on which its Common Units are listed.

A copy of the amendment is attached as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Amendment No. 1, effective October 15, 2007, to the Third Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P., dated as of December 1, 2004.

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Top of the Form

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.

October 15, 2007

By: *Margaret M. Calabrese*

Name: Margaret M. Calabrese

*Title: Assistant Secretary of AmeriGas Propane, Inc., the
general partner of AmeriGas Partners, L.P.*

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Top of the Form

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment No. 1 to the Third Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. effective October 15, 2007.