

AMERIGAS PARTNERS LP
Form 8-K
May 09, 2005

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):

May 3, 2005

AmeriGas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

1-13692

23-2787918

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

460 No. Gulph Road, King of Prussia,
Pennsylvania

19406

(Address of principal executive offices)

(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))

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Item 1.01. Entry into a Material Definitive Agreement.

At 5:00 P.M. on May 2, 2005, the tender offer and consent solicitation of AmeriGas Partners, L.P. (the "Partnership") for its outstanding 8.875% Series B Senior Notes due 2011 (the "Notes") expired. The Partnership accepted for purchase all of the approximately \$373 million aggregate principal amount of Notes tendered, representing 96% of the total principal amount outstanding. Approximately \$14.6 million aggregate principal amount of Notes remain outstanding.

As a result of the receipt of the requisite amount of consents in connection with the Partnership's Offer to Purchase and Consent Solicitation Statement, dated April 4, 2005, the Partnership and AP Eagle Finance Corp., a Delaware corporation (the "Co-Issuer," and together with the Partnership, the "Issuers"), have amended the Indenture relating to the Notes (the "Original Indenture"), which was dated August 21, 2001, by and among the Issuers and First Union National Bank, as trustee, with a Fifth Supplemental Indenture, dated April 13, 2005, by and among the Issuers and Wachovia Bank, National Association (as successor to First Union National Bank), as trustee (the "Trustee") (the "Supplemental Indenture"). The Supplemental Indenture became effective upon acceptance of the Notes for purchase on May 3, 2005 and it eliminates substantially all of the restrictive covenants in the Original Indenture, including limitations on incurring indebtedness, entering into sale and leaseback transactions, providing liens, making distributions, restrictions affecting the making of dividends and other payments by the Partnership's subsidiaries, and selling certain assets or merging with or into other companies.

The Partnership is filing the Supplemental Indenture as Exhibit 4.1 to this Form 8-K. The description of the terms of the Supplemental Indenture in this Item 1.01 is qualified in its entirety by reference to such Exhibit.

Item 9.01. Financial Statements and Exhibits.

(c)

4.1 Fifth Supplemental Indenture, dated April 13, 2005, by and among the Issuers and the Trustee

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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 hereunto duly authorized.

AmeriGas Partners, L.P.

May 9, 2005

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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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Fifth Supplemental Indenture, dated April 13, 2005, by and among the Issuers and the Trustee