

AMERIGAS PARTNERS LP  
Form 8-K  
August 12, 2014

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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):

August 6, 2014

**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 4.01 Changes in Registrant's Certifying Accountant.**

(a) The Audit Committee (the "Audit Committee") of the Board of Directors of AmeriGas Propane, Inc. (the "Company"), the general partner of AmeriGas Partners, L.P., conducted a comprehensive, competitive process to determine the Company's independent registered public accounting firm for the Company's fiscal year ending September 30, 2015. On August 6, 2014, the Audit Committee approved the engagement of Ernst & Young LLP ("EY") as the Company's independent registered public accounting firm for the Company's fiscal year ending September 30, 2015 and the dismissal of PricewaterhouseCoopers LLP ("PwC"). The dismissal of PwC will become effective upon the issuance by PwC of its reports on the Company's consolidated financial statements as of and for the fiscal year ending September 30, 2014 and the effectiveness of internal control over financial reporting as of September 30, 2014 for inclusion in the Company's Annual Report on Form 10-K for the fiscal year ending September 30, 2014.

PwC's audit reports on the Company's consolidated financial statements for each of the two most recent fiscal years ended September 30, 2013 and 2012 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the two most recent fiscal years ended September 30, 2013 and 2012, and in the subsequent interim period through August 6, 2014, there were (i) no disagreements between the Company and PwC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of PwC, would have caused PwC to make reference to the subject matter of the disagreement in its reports on the consolidated financial statements for such years, and (ii) no "reportable events" within the meaning of Item 304(a)(1)(v) of Regulation S-K.

The Company provided PwC with a copy of this Current Report on Form 8-K, and requested that PwC furnish the Company with a letter addressed to the U.S. Securities and Exchange Commission stating whether PwC agrees with the disclosure contained in this report, or, if not, stating the respects in which it does not agree. The Company has received the requested letter from PwC, and a copy of PwC's letter dated August 11, 2014 is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) During the Company's two most recent fiscal years ended September 30, 2013 and 2012 and subsequent interim period through August 6, 2014, neither the Company nor anyone on its behalf has consulted with EY regarding (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that EY concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a "reportable event" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

16.1 Letter of PricewaterhouseCoopers LLP, dated August 11, 2014, regarding change in independent registered public accounting firm.

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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.

*August 12, 2014*

By: */s/ Monica M. Gaudiosi*

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*Name: Monica M. Gaudiosi  
Title: Vice President and Secretary of AmeriGas Propane,  
Inc., the general partner of AmeriGas Partners, L.P.*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
16.1	Letter of PricewaterhouseCoopers LLP, dated August 11, 2014, regarding change in independent registered public accounting firm.