

AMERIGAS PARTNERS LP
Form SC 13D
January 23, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AMERIGAS PARTNERS, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

030975106

(CUSIP Number)

Martin Salinas, Jr.

3738 Oak Lawn Avenue

Dallas, Texas 75219

(214) 981-0700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 12, 2012

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

1 NAME OF REPORTING PERSON

Heritage ETC, L.P

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER:

NUMBER OF

SHARES 29,567,362 common units
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 29,567,362 common units

WITH

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10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

29,567,362 common units

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.1%*

14 TYPE OF REPORTING PERSON

PN

* Based on 86,695,158 common units outstanding as of January 12, 2012

1 NAME OF REPORTING PERSON

Heritage ETC GP, L.L.C

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

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..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 29,567,362 common units

OWNED BY 8 SHARED VOTING POWER:

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER:

PERSON

WITH

29,567,362 common units
10 SHARED DISPOSITIVE POWER:

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0

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29,567,362 common units

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34.1%*

14 TYPE OF REPORTING PERSON

00

* Based on 86,695,158 common units outstanding as of January 12, 2012

1 NAME OF REPORTING PERSON

Energy Transfer Partners, L.P.

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(b) ..

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..

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Delaware

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 29,567,362 common units

OWNED BY 8 SHARED VOTING POWER:

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER:

PERSON

WITH

29,567,362 common units
10 SHARED DISPOSITIVE POWER:

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Energy Transfer Partners GP, L.P.

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Delaware

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NUMBER OF

SHARES 29,567,362 common units
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 29,567,362 common units

WITH

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29,567,362 common units

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34.1%*

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PN

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1 NAME OF REPORTING PERSON

Energy Transfer Partners, L.L.C.

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(b) ..

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4 SOURCE OF FUNDS

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..

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Delaware

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NUMBER OF

SHARES 29,567,362 common units
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 29,567,362 common units

WITH

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0

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29,567,362 common units

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.1%*

14 TYPE OF REPORTING PERSON

OO

* Based on 86,695,158 common units outstanding as of January 12, 2012

1 NAME OF REPORTING PERSON

Energy Transfer Equity, L.P

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

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..

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Delaware

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NUMBER OF

SHARES 29,567,362 common units
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 29,567,362 common units

WITH

Edgar Filing: AMERIGAS PARTNERS LP - Form SC 13D

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

29,567,362 common units

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34.1%*

14 TYPE OF REPORTING PERSON

PN

* Based on 86,695,158 common units outstanding as of January 12, 2012

1 NAME OF REPORTING PERSON

LE GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

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..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER:

NUMBER OF

SHARES 8 29,567,362 common units
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 29,567,362 common units

WITH

Edgar Filing: AMERIGAS PARTNERS LP - Form SC 13D

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

29,567,362 common units

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.1%*

14 TYPE OF REPORTING PERSON

OO

* Based on 86,695,158 common units outstanding as of January 12, 2012

1 NAME OF REPORTING PERSON

Kelcy L. Warren

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER:

NUMBER OF

SHARES 8 29,567,362 common units
SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 29,567,362 common units

WITH

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0

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29,567,362 common units

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.1%*

14 TYPE OF REPORTING PERSON

IN

* Based on 86,695,158 common units outstanding as of January 12, 2012

SCHEDULE 13D

The Reporting Persons (as such term is defined below) named in Item 2 below are hereby jointly filing this Schedule 13D (this Statement) because, due to certain affiliates and relationships among the Reporting Persons, such Reporting Persons may be deemed to beneficially own some or all of the same securities directly or indirectly acquired from the Issuer (as such term is defined below) by one or more of the Reporting Persons. In accordance with Rule 13d-1(k)(1)(iii) promulgated pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), the Reporting Persons named in Item 2 below have executed a written agreement relating to the joint filing of this Schedule 13D (the Joint Filing Agreement), a copy of which is annexed hereto as Exhibit A.

Item 1. Security and Issuer.

This Statement is being filed with respect to the common units representing limited partner interests (each, a Common Unit) of AmeriGas Partners, L.P. (the Issuer). The address of the principal executive offices of the Issuer is 460 North Gulph Road, King of Prussia, PA 19406.

Item 2. Identity and Background

(a)-(c) This Statement is filed jointly by:

- (i) Energy Transfer Partners, L.P., a Delaware limited partnership (ETP);
- (ii) Energy Transfer Partners GP, L.P., a Delaware limited partnership (ETP GP);
- (iii) Energy Transfer Partners, L.L.C., a Delaware limited liability company (ETP LLC);
- (iv) Energy Transfer Equity, L.P., a Delaware limited partnership (ETE);
- (v) LE GP, LLC, a Delaware limited liability company (LE GP);
- (vi) Heritage ETC, L.P., a Delaware limited partnership (Heritage);
- (vii) Heritage ETC GP, L.L.C., a Delaware limited liability company (Heritage GP); and

- (vi) Kelcy L. Warren, (Warren, and collectively with ETP, ETP GP, ETP LLC, ETE, LE GP, Heritage, and Heritage GP, the Reporting Persons).

The principal business of ETP is to conduct natural gas operations through its wholly-owned subsidiaries. The general partner of ETP is ETP GP. The principal business of ETP GP is serving as the general partner of ETP. The general partner of ETP GP is ETP LLC. The principal business of ETP LLC is serving as the general partner of ETP GP. The principal business of ETE is to own all of the interests in the general partner of ETP and Regency Energy Partners LP (Regency) and certain equity securities of ETP and Regency, to acquire interests in other publicly traded partnerships, and to pursue certain opportunities to acquire or construct natural gas midstream or transportation assets. The general partner of ETE is LE GP. The principal business of LE GP is serving as the general partner of