

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED AUGUST 31, 1997
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ to _____

COMMISSION FILE NUMBER 1-11727

HERITAGE PROPANE PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation or organization)

73-1493906

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

8801 SOUTH YALE AVENUE, SUITE 310, TULSA, OKLAHOMA 74137

(Address of principal executive offices and zip code)

(918) 492-7272

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Name of each exchange on which registered
Common Units	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

The aggregate market value as of October 14, 1997, of the registrant's Common Units held by nonaffiliates of the registrant, based on the reported closing price of such units on the New York Stock Exchange on such date, was approximately \$107,486,000.

At October 14, 1997, the registrant had units outstanding as follows:

Heritage Propane Partners, L.P.	4,512,085	Common Units
	3,702,943	Subordinated Units

Documents Incorporated by Reference: None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

HERITAGE PROPANE PARTNERS, L.P.

By Heritage Holdings, Inc.
(General Partner)

By: /s/ James E. Bertelsmeyer

James E. Bertelsmeyer
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this amended report has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ James E. Bertelsmeyer ----- James E. Bertelsmeyer	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	April 30, 1998 -----
/s/ J. T. Atkins ----- J. T. Atkins	Director	April 30, 1998 -----
/s/ Bill W. Byrne ----- Bill W. Byrne	Director	April 30, 1998 -----
/s/ J. Charles Sawyer ----- J. Charles Sawyer	Director	April 30, 1998 -----
/s/ H. Michael Krimbill ----- H. Michael Krimbill	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 30, 1998 -----

INDEX TO EXHIBITS

The exhibits listed on the following Exhibit Index are filed as part of this Report. Exhibits required by Item 601 of Regulation S-K, but which are not listed below, are not applicable.

(1)	3.1	Agreement of Limited Partnership of Heritage Propane Partners, L.P.
(1)	10.1	Form of Bank Credit Facility
(3)	10.1.1	Amendment of Bank Credit Facility dated as of July 9, 1996
(4)	10.1.2	Second Amendment to Credit Agreement dated as of February 28, 1997
(5)	10.1.3	Third Amendment to Credit Agreement dated as of September 30, 1997
(1)	10.2	Form of Note Purchase Agreement
(3)	10.2.1	Amendment of Note Purchase Agreement dated as of July 25, 1996
(4)	10.2.2	Amendment of Note Purchase Agreement dated as of March 11, 1997
(1)	10.3	Form of Contribution, Conveyance and Assumption Agreement among Heritage Holdings, Inc., Heritage Holdings Partners, L.P. and Heritage Operating L.P.
(1)	10.4	1989 Stock Option Plan
(1)	10.5	1995 Stock Option Plan
(1)	10.6	Restricted Unit Plan
(4)	10.6.1	Amendment of Restricted Unit Plan dated as of October 17, 1996
(2)	10.7	Employment Agreement for James E. Bertelsmeyer
(1)	10.8	Employment Agreement for R.C. Mills
(1)	10.9	Employment Agreement for G.A. Darr
(1)	10.10	Employment Agreement for H. Michael Krimbill
(*)	21.1	List of Subsidiaries
	27.1	Financial Data Schedule - Filed with EDGAR version only

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- (1) Incorporated by reference to the same numbered Exhibit to Registrant's Registration Statement on Form S-3, File No. 333-4018, filed with the Commission on June 21, 1996.
 - (2) Incorporated by reference to Exhibit 10.11 to Registrant's Registration Statement on Form S-1, File No. 333-4018, filed with the Commission on June 21, 1996.
 - (3) Incorporated by reference to the same numbered Exhibit to Registrant's Form 10-Q for the quarter ended November 30, 1996.

- (4) Incorporated by reference to the same numbered Exhibit to Registrant's Form 10-Q for the quarter ended February 28, 1997.
- (5) Incorporated by reference to the same numbered Exhibit to Registrant's Form 10-K for the fiscal year ended August 31, 1997.
- (*) Filed herewith.

EXHIBIT 21.1

SUBSIDIARIES

1. Heritage Operating L.P., a Delaware limited partnership, which does business under the following names:
 - o Balgas
 - o Carolane Propane Gas
 - o Covington Propane
 - o Gas Service Inc.
 - o Gibson Propane
 - o Greer Gas Co.
 - o Harris Propane Gas
 - o Heritage Propane
 - o Holton's L.P. Gas
 - o Horizon Gas
 - o Horizon Gas of Palm Bay
 - o Hydratane of Athens
 - o Ikard & Newsom
 - o Jerry's Propane Service
 - o Keen Propane
 - o Kingston Propane
 - o Liberty Propane Gas
 - o Modern Propane
 - o Myers Propane Service
 - o New Mexico Propane
 - o Northern Energy
 - o Northwestern Propane
 - o Sawyer Gas
 - o Spring Lake Super Flame
 - o Tri-Gas of Benzie
 - o Turner Gas
 - o Wakulla L.P.G.
 - o Waynesville Gas Service
2. Heritage-Bi State, L.L.C., a Delaware limited liability company, holding a partnership interest in the following:
 - o Bi-State Propane (Bi-State Propane also transacts business under the name Turner Propane).
3. Heritage Service Corp., a Delaware corporation, holding a direct or indirect interest in the following:
 - o M-P Oils Ltd.
 - o M-P Oils Partnership
4. Guilford Gas Service, Inc.