

ENTERPRISE PRODUCTS PARTNERS L P
Form 8-K
August 05, 2004

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 4, 2004

ENTERPRISE PRODUCTS PARTNERS L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-14323
(Commission
File Number)

76-0568219
(I.R.S. Employer
Identification No.)

2727 North Loop West, Houston, Texas
(Address of Principal Executive Offices)
(713) 880-6500

77008-1044
(Zip Code)

(Registrant's Telephone Number, including Area Code)

Item 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On August 4, 2004, we issued a press release announcing that our principal operating subsidiary, Enterprise Products Operating L.P., today commenced four cash tender offers to purchase any and all of the outstanding senior subordinated and senior notes of GulfTerra Energy Partners, L.P. and GulfTerra Energy Finance Corporation totaling approximately \$921.5 million. In connection with the tender offers, Enterprise Products Operating L.P. is soliciting consents to proposed amendments that would eliminate certain restrictive covenants and default provisions contained in the indentures governing the notes. A copy of this press release is attached as Exhibit 99.1.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements of businesses acquired.

Not applicable.

- (b) Pro forma financial information.

Not applicable.

- (c) Exhibits.

99.1 Enterprise Products Partners L.P. press release dated August 4, 2004.

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.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products GP, LLC, as general partner

Date: August 4, 2004

/s/ Michael J. Knesek

Michael J. Knesek
Vice President, Controller and
Principal Accounting Officer

