

Regency Energy Partners LP
Form 8-K
November 10, 2008

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): November 10, 2008

REGENCY ENERGY PARTNERS LP
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 000-51757 | 16-1731691 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 2001 Bryan, Suite 3700 Dallas, Texas | 75201 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (214) 750-1771

(Former name or former address, if changed since last report): Not applicable

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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition

On November 10, 2008, Regency Energy Partners LP, a Delaware limited partnership (“Regency”), issued a press release announcing its financial results for the third quarter ended September 30, 2008. A copy of the press release and its accompanying financial highlights and reconciliation schedules are incorporated by reference as a part of this current report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. A copy of materials to be presented to securities analysts during a conference call are incorporated by reference as a part of this current report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

The press release, accompanying financial highlights, reconciliation schedules, and presentation materials are being furnished pursuant to Item 2.02, Results of Operations and Financial Condition. The information furnished is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 99.1 | <u>Regency Press Release dated November 10, 2008</u> |
| 99.2 | <u>Presentation to Analysts dated November 10, 2008 (slides 0 - 16)</u> |

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.

REGENCY ENERGY PARTNERS LP

By: Regency GP LP, its general partner

By: Regency GP LLC, its general partner

By: /s/ Stephen L. Arata
Stephen L. Arata
Executive Vice President, Chief Financial
Officer

November 10, 2008

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Press Release, dated August 11, 2008. |
| 99.2 | Presentation to Securities Analysts, dated August 11, 2008 |