

Regency Energy Partners LP  
Form 8-K  
July 25, 2014

**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): July 25, 2014 (July 22, 2014)**

**REGENCY ENERGY PARTNERS LP**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35262**  
**(Commission**

**File Number)**  
**2001 Bryan Street, Suite 3700**

**16-1731691**  
**(IRS Employer**

**Identification Number)**

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**Dallas, Texas 75201**

**(Address of principal executive offices, including zip code)**

**(214) 750-1771**

**(Registrant's telephone number, including area code)**

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On July 22, 2014, Regency Energy Partners LP (the Partnership), Regency Energy Finance Corp., a wholly owned subsidiary of the Partnership ( Regency Finance and, together with the Partnership, the Issuers), and certain other subsidiaries of the Partnership entered into an underwriting agreement (the underwriting agreement) with Barclays Capital Inc., as representative of the several underwriters named therein, with respect to the public offering (the offering) by the Issuers of \$700,000,000 aggregate principal amount of 5.00% Senior Notes due 2022 (the notes). The notes have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Issuers Registration Statement on Form S-3 (File No. 333-185179), which became effective upon filing with the Securities and Exchange Commission (the Commission) on November 28, 2012, as amended by Post-Effective Amendment No. 1 filed with the Commission on September 4, 2013, by Post-Effective Amendment No. 2 filed with the Commission on February 4, 2014 and Post-Effective Amendment No. 3 filed with the Commission on July 22, 2014, and as supplemented by the prospectus supplement relating to the notes dated July 22, 2014.

The underwriting agreement contains customary representations, warranties and agreements by the Issuers, including obligations of the Issuers to indemnify the underwriters for certain liabilities under the Securities Act. The foregoing description of the underwriting agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the underwriting agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On July 22, 2014, the Partnership issued a press release announcing the launch of the offering and a press release announcing the pricing of the notes. A copy of each of the launch press release and the pricing press release is furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively.

The information contained in this Item 7.01 is being furnished and shall not be deemed filed with the Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act or the Securities Exchange Act of 1934, as amended (the Exchange Act).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 and Exhibit 99.2 are deemed to be furnished and shall not be deemed to be filed with the Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act or the Exchange Act.

| <b>Exhibit Number</b> | <b>Description of the Exhibit</b>  |
|-----------------------|--|
| 1.1*                  | Underwriting Agreement dated as of July 22, 2014 by and among Regency Energy Partners LP, Regency Energy Finance Corp., certain subsidiaries of Regency Energy Partners LP party thereto and Barclays Capital Inc., as representative of the several underwriters named therein. |
| 5.1*                  | Opinion of Latham & Watkins LLP.   |
| 5.2*                  | Opinion of Beirne, Maynard & Parsons, L.L.P.   |
| 5.3*                  | Opinion of Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C.  |
| 5.4*                  | Opinion of Spilman Thomas & Battle, PLLC   |
| 23.1*                 | Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).  |
| 23.2*                 | Consent of Beirne, Maynard & Parsons, L.L.P. (included in Exhibit 5.2 hereto).   |
| 23.3*                 | Consent of Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C. (included in Exhibit 5.3 hereto).  |
| 23.4*                 | Consent of Spilman Thomas & Battle, PLLC (included in Exhibit 5.4 hereto).   |
| 99.1*                 | Press Release dated July 22, 2014 announcing the launch of the offering.   |
| 99.2*                 | Press Release dated July 22, 2014 announcing the pricing of the notes.   |

\* Filed herewith

**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/ Thomas E. Long

Date: July 25, 2014

Thomas E. Long  
Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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