

Regency Energy Partners LP  
Form 8-K  
December 08, 2010

**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): December 3, 2010**

**REGENCY ENERGY PARTNERS LP**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation)

**000-51757**

(Commission File Number)

**16-1731691**

(IRS Employer  
Identification No.)

**2001 Bryan Street, Suite 3700**

**Dallas, Texas 75201**

(Address of principal executive offices) (Zip Code)

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

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))
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**Item 5.01 Changes in Control of Registrant.**

On December 3, 2010, Enterprise ETE LLC, the successor by merger to Enterprise GP Holdings L.P. ( Enterprise ), sold its entire 40.6% membership interest in LE GP, LLC ( LE GP ) to Kelcy L. Warren, the Chairman of LE GP, in exchange for \$13.5 million in cash, which amount was calculated in accordance with a purchase price methodology specified in the agreements among the members of LE GP in existence prior to this transaction. The purchase price was paid from personal funds. As a result of the sale, Enterprise no longer owns any membership interests in LE GP, and Mr. Warren now owns an 81.2% membership interest in LE GP.

LE GP is the general partner of Energy Transfer Equity, L.P. ( ETE ). ETE owns a 100% membership interest in Regency GP LLC, which is the general partner of Regency GP LP, which in turn is the general partner of Regency Energy Partners LP.

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**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/ Paul M. Jolas

Paul M. Jolas

Executive Vice President, Chief Legal

Officer and Secretary

December 8, 2010