

Regency Energy Partners LP  
Form 8-K  
August 12, 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): August 11, 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**

(Former name or former address, if changed since last report.)

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 1.01 Entry into a Material Definitive Agreement.**

On August 11, 2010, Regency Energy Partners LP (the Partnership), Regency GP LP, the general partner of the Partnership (the General Partner), Regency GP LLC (GP LLC), the general partner of the General Partner, Regency Gas Services, LP (the Operating Partnership), Regency OLP GP LLC, the general partner of the Operating Partnership (the Operating Partnership GP), and Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., UBS Securities LLC and Wells Fargo Securities, LLC, acting severally on behalf of themselves and Deutsche Bank Securities Inc, Morgan Keegan & Company, Inc., RBC Capital Markets Corporation, Stifel, Nicolaus & Company, Incorporated and Robert W. Baird & Co. Incorporated (collectively, the Underwriters) entered into an underwriting agreement (the Underwriting Agreement) covering the sale by the Partnership of an aggregate of 15,250,000 common units representing limited partner interests in the Partnership (the Common Units) at a price of \$23.80 per Common Unit (\$22.82 per Common Unit, net of underwriting discounts and commissions). Pursuant to the Underwriting Agreement, the Partnership granted the Underwriters a 30-day option to purchase up to an additional 2,287,500 Common Units to cover over-allotments. The offer and sale of the Common Units pursuant to the Underwriting Agreement have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a Registration Statement on Form S-3 (Registration No. 333-163424) of the Partnership, as supplemented by the Preliminary Prospectus Supplement dated August 10, 2010 and the Prospectus Supplement dated August 11, 2010 relating to the Common Units, filed with the Securities and Exchange Commission (the SEC) pursuant to Rule 424(b) of the Securities Act on August 10, 2010 and August 11, 2010, respectively. Closing of the sale of the Common Units is scheduled for August 16, 2010. The Partnership intends to use the net proceeds from the sale of the Common Units to repay outstanding indebtedness under the Partnership's revolving credit facility.

The Partnership, the General Partner, GP LLC, the Operating Partnership and the Operating Partnership GP have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The summary of the Underwriting Agreement in this report does not purport to be complete and is qualified by reference to such agreement, which is filed as Exhibit 1.1 hereto.

**Item 7.01 Regulation FD Disclosure.**

On August 11, 2010, the Partnership announced that it had priced an upsized public offering of 15,250,000 Common Units. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information contained in this Item 7.01 and Exhibit 99.1 of this report (i) is not to be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act) and (ii) shall not be incorporated by reference into any previous or future filings made by or to be made by the Partnership with the SEC under the Securities Act or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
Exhibit 1.1	Underwriting Agreement, dated August 11, 2010 by and among the Partnership, the General Partner, GP LLC, the Operating Partnership, the Operating Partnership GP and the Underwriters.
Exhibit 8.1	Opinion of Mayer Brown LLP regarding tax matters.
Exhibit 99.1	Regency Energy Partners LP Pricing Press Release dated August 11, 2010.

**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

Name: Paul M. Jolas

Title: Executive Vice President and  
Chief Legal Officer

August 11, 2010