

Regency Energy Partners LP
Form 8-K
September 09, 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): September 9, 2008

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.)

1700 Pacific, Suite 2900

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 8.01. Other Events.

On September 9, 2008, Regency Energy Partners LP, a Delaware limited partnership (Regency), issued a press release announcing the public offering by HM TXRG LP, an affiliate of Hicks, Muse, Tate & Furst Equity Fund V, L.P. (Fund V), of 7,100,000 common units representing limited partner interests in Regency. Regency Acquisition LP, an affiliate of Fund V, has granted the underwriters a 30-day option to purchase up to and additional 1,048,672 common units on the same terms and conditions if the underwriters sell more than 7,100,000 common units in the offering. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit

Number Description

99.1 Regency Energy Partners LP Launch Press Release dated September 9, 2008.

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/ Dan A. Fleckman

Dan A. Fleckman
Executive Vice President and
Chief Legal Officer

September 9, 2008