

Spectra Energy Partners, LP  
Form 8-K  
January 22, 2018

**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): January 22, 2018 (January 21, 2018)

**SPECTRA ENERGY PARTNERS, LP**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**001-33556**

(Commission File Number)

**41-2232463**

(IRS Employer Identification No.)

**5400 Westheimer Court**

**Houston, Texas 77056**

(Address of Principal Executive Offices) (Zip Code)

**(713) 627-5400**

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(Registrant's telephone number, including area code)

(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 (see General Instruction A.2.):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.





The Third A&R LP Agreement amends and restates the Second Amended and Restated Agreement of Limited Partnership of Spectra Energy Partners, LP, dated as of November 1, 2013, as amended, in its entirety. The Third A&R LP Agreement became effective on January 21, 2018.

The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Third A&R LP Agreement, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 7.01**

**Regulation FD Disclosure**

On January 22, 2018, Enbridge and the Partnership jointly issued a press release announcing the GP/IDR Restructuring. A copy of this press release is furnished and attached as Exhibit 99.1 hereto and is incorporated herein by reference. 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.

**Item 9.01**

**Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<u>3.1</u>	<u>Third Amended and Restated Agreement of Limited Partnership of Spectra Energy Partners, LP, dated January 21, 2018.</u>
<u>10.1</u>	<u>Equity Restructuring Agreement, dated January 21, 2018, by and between Spectra Energy Partners (DE) GP, LP and Spectra Energy Partners, LP.</u>
<u>99.1</u>	<u>Joint Press Release of Enbridge Inc. and Spectra Energy Partners, LP, dated January 22, 2018.</u>

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

**SPECTRA ENERGY PARTNERS, LP**

Spectra Energy Partners (DE) GP, LP,  
By:  
its general partner

Spectra Energy Partners GP, LLC,  
By:  
its general partner

By: /s/ Valorie Wanner  
Valorie Wanner  
*Corporate Secretary*

*(Duly Authorized Officer)*

Date: January 22, 2018