

Regency Energy Partners LP  
Form 8-K  
November 12, 2010

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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): November 12, 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 Number)

2001 Bryan Street, Suite 3700  
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))
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Item 8.01. Other Events.

On November 12, 2010, Regency Energy Partners LP (the "Partnership") and its wholly owned subsidiary, Regency Energy Finance Corp. ("Regency Finance" and, together with the Partnership, the "Regency Entities"), announced the completion of their cash tender offer (the "Tender Offer"), which expired at 8:00 a.m., New York time, on November 10, 2010 (the "Expiration Date"), for any and all of their 8 3/8% Senior Notes due 2013 (the "Notes").

The Regency Entities previously announced on October 27, 2010 that they accepted for purchase and payment \$271,116,000 in aggregate principal amount of Notes which were validly tendered and not withdrawn prior to the early consent deadline on October 26, 2010, representing approximately 75.8% of the outstanding aggregate principal amount of the Notes. On November 12, 2010, the Regency Entities accepted for purchase an additional \$130,000 in aggregate principal amount of Notes, resulting in a total of \$271,246,000 in aggregate principal amount of Notes validly tendered and not withdrawn pursuant to the Tender Offer, or approximately 75.9% of the total Notes outstanding at the time the Tender Offer was commenced. The Regency Entities have instructed Wells Fargo Bank, National Association, as trustee under the indenture governing the Notes, dated December 12, 2006 (as supplemented to date, the "Indenture"), to redeem on December 15, 2010 (the "Redemption Date") the Notes that remain outstanding at a price equal to 104.188% plus accrued and unpaid interest to, but not including, the Redemption Date, in accordance with the provisions of the Indenture.

A copy of the press release announcing the closing of the Tender Offer for the Notes is set forth in Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (a)-(c) Not applicable.
- (d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| Exhibit 99.1   | <u>Regency Energy Partners LP press release dated November 12, 2010 announcing the closing of the Tender Offer</u> |

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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/ Byron R. Kelley

Byron R. Kelley

President and Chief Executive Officer

Date: November 12, 2010

EXHIBIT INDEX

| Exhibit Number | Description of the Exhibit            |
|----------------|---------------------------------------|
| 99.1           | Press Release dated November 12, 2010 |