

ENBRIDGE ENERGY PARTNERS LP

Form 8-K

September 06, 2012

**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 5, 2012**

**ENBRIDGE ENERGY PARTNERS, L.P.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
(State or

Other Jurisdiction)

**1-10934**  
(Commission

File No.)

**39-1715850**  
(I.R.S. Employer

Identification No.)

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**1100 LOUISIANA, SUITE 3300, HOUSTON, TEXAS 77002**

**(Address of Principal Executive Offices) (Zip Code)**

**(713) 821-2000**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(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))

**Item 7.01. Regulation FD Disclosure.**

Enbridge Energy Partners, L.P. (the Partnership ) issued a press release on September 5, 2012, attached hereto as Exhibit 99.1, announcing the commencement of a public offering of approximately 14 million of its Class A Common Units representing limited partner interests (or 16.1 million Class A Common Units representing limited partner interests if the underwriters' over-allotment option is exercised in full). This information is not deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statements filed under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Reference is made to the Index of Exhibits following the signature page, which is hereby incorporated into this Item.

**SIGNATURE**

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 thereunto duly authorized.

**ENBRIDGE ENERGY PARTNERS, L.P.**  
(Registrant)

By: Enbridge Energy Management, L.L.C.  
as delegate of Enbridge Energy Company, Inc.,

its General Partner

Date: September 5, 2012

By: /s/ William M. Ramos  
William M. Ramos  
*Controller*

*(Duly Authorized Officer)*

**Index of Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Enbridge Energy Partners, L.P. dated September 5, 2012 announcing the commencement of a public offering of its Class A Common Units.