

Regency Energy Partners LP  
Form 8-K  
April 25, 2012

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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): April 25, 2012

REGENCY ENERGY PARTNERS LP  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

001-35262  
(Commission File Number)

16-1731691  
(IRS Employer Identification No.)

2001 Bryan, 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 7.01 Regulation FD Disclosure.

On April 25, 2012, Regency Energy Partners LP (the “Partnership”) issued a press release announcing its Board of Directors approved cash distributions for the quarter ended March 31, 2012.

A copy of the press release is set forth in Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Item 8.01 Other Events.

On April 25, 2012, the Partnership announced that its Board of Directors has approved a quarterly cash distribution of \$0.46 per unit (\$1.84 annualized) on common units and, pursuant to the terms of the Series A Preferred Units, a quarterly cash distribution of \$0.445 per unit (\$1.78 annualized) on Series A Preferred Units for the quarter ended March 31, 2012. The distributions will be paid on May 14, 2012 to unitholders of record as of the close of business on May 7, 2012.

Item 9.01 Financial Statements and Exhibits.

(a)-(c) Not used.

(d) Exhibits. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

Exhibit

Number	Description
<u>Exhibit 99.1</u>	Regency Energy Partners LP Press Release dated April 25, 2012.

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/ A. Troy Sturrock  
A. Troy Sturrock

Vice President, Controller and  
Principal Accounting Officer

April 25, 2012

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