

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))
-

**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