

Regency Energy Partners LP  
Form 8-K  
March 23, 2011

**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  
March 23, 2011 (March 22, 2011)  
Date of Report (Date of earliest event reported)  
REGENCY ENERGY PARTNERS LP  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**000-51757**  
(Commission File Number)

**16-1731691**  
(I.R.S. Employer  
Identification No.)

**2001 Bryan Street, Suite 3700  
Dallas, Texas 75201**

(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: **(214) 750-1771**

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. below):

- 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 March 22, 2011, Regency Energy Partners LP (the Partnership ) and Energy Transfer Partners, L.P. ( Energy Transfer ) announced that ETP-Regency Midstream Holdings, LLC ( ETP-Regency LLC ), a joint venture owned 70% by Energy Transfer and 30% by the Partnership, had entered into a purchase agreement with Louis Dreyfus Highbridge Energy LLC ( Louis Dreyfus ) and LDH Energy Asset Holdings LLC, a wholly owned subsidiary of Louis Dreyfus ( LDH ), pursuant to which ETP-Regency LLC will acquire all of the membership interests in LDH for approximately \$1.925 billion in cash, subject to customary purchase price adjustments. LDH owns and operates a natural gas liquids storage, fractionation and transportation business.

Copies of the joint press release announcing the transaction and an investor presentation are furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference. Interested parties can also review the investor presentation by visiting our web site at: <http://www.regencyenergy.com> under Investor Relations .

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibits 99.1 and 99.2 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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

*(d) Exhibits.*

Exhibit No.	Description
99.1	Joint press release dated March 22, 2011.
99.2	Investor presentation dated March 23, 2011.

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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

Date: March 23, 2011

By: /s/ Paul M. Jolas  
Name: Paul M. Jolas  
Title: Executive Vice President, Chief Legal Officer and  
Secretary

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**Exhibit Index**

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