

Regency Energy Partners LP  
Form 8-K  
July 23, 2007

**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): July 23, 2007**

**REGENCY ENERGY PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**0001-338613**

(Commission  
File Number)

**16-1731691**

(IRS Employer  
Identification No.)

**1700 Pacific, Suite 2900**

**Dallas, Texas**

(Address of principal  
executive offices)

**75201**

(Zip Code)

Registrant's telephone number, including area code: (214) 750-1771

(Former name or former address, if changed since last report): Not applicable

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 8.01 Other Events.**

On July 23, 2007, Regency Energy Partners LP (the Partnership ) issued a press release announcing the commencement of an underwritten public offering of 10,000,000 common units pursuant to an effective registration statement. The Partnership intends to grant the underwriters a 30-day option to purchase a maximum of 1,500,000 additional common units to cover over-allotments, if any. A copy of the Partnership's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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

(a) **Financial Statements.** None.

(b) **Exhibits.**

| Exh. No. | Description of Exhibit  |
|----------|---|
| 99.1     | Regency Energy Partners LP Press Release issued July 23, 2007 |

**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:  
Stephen L. Arata  
Executive Vice President and Chief  
Financial Officer

July 23, 2007

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Regency Energy Partners LP Press Release issued July 23, 2007 |

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