

Regency Energy Partners LP  
Form 8-K  
May 19, 2014

**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): May 16, 2014**

**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)**  
**2001 Bryan Street, Suite 3700**

**16-1731691**  
**(IRS Employer**  
**Identification Number)**

**Dallas, Texas 75201**

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(Address of principal executive offices, including zip code)

(214) 750-1771

(Registrant's telephone number, including area code)

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 1.01. Entry into a Material Definitive Agreement.**

**Equity Distribution Agreement**

On May 16, 2014, Regency Energy Partners LP (the Partnership ) entered into an equity distribution agreement (the Distribution Agreement ) with Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., J.P. Morgan Securities LLC, Morgan Stanley & Co., RBC Capital Markets, LLC, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC (each, a Manager and, collectively, the Managers ), under which the Partnership may offer and sell \$400 million in aggregate gross sales proceeds of common units representing limited partner interests in the Partnership (the Offered Units ) from time to time through the Managers, each as a sales agent for the Partnership. Sales of the Offered Units, if any, made under the Distribution Agreement will be made by means of ordinary brokers transactions on the New York Stock Exchange at market prices prevailing at the time of sale, at prices related to prevailing market prices, in block transactions, or as otherwise agreed upon by the Partnership and any Manager. The Offered Units have been registered under the Securities Act of 1933, as amended (the Securities Act ), pursuant to a Registration Statement on Form S-3 (Registration No. 333-194801) of the Partnership, declared effective as of April 30, 2014, including the prospectus contained therein, as supplemented by the Prospectus Supplement filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on May 16, 2014. The Partnership intends to use the net proceeds from the sale of the Offered Units for general partnership purposes.

The Distribution Agreement contains customary representations, warranties and agreements by the Partnership, including obligations of the Partnership to indemnify the Managers for certain liabilities under the Securities Act. The foregoing description of the Distribution Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Distribution Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K.

**Relationships**

The Managers and certain of their affiliates have engaged, and may in the future engage, in commercial and investment banking transactions with the Partnership in the ordinary course of their business for which they have received, and expect to receive, customary compensation and expense reimbursement. In particular, affiliates of each of the Managers are lenders under the Partnership s revolving credit facility. If the Partnership uses any net proceeds of this offering to repay borrowings under the revolving credit facility, such affiliates of the Managers will receive proceeds of the offering.

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

(d) Exhibits.

| Exhibit Number | Description of the Exhibit   |
|----------------|--|
| 1.1*           | Equity Distribution Agreement dated as of May 16, 2014 among Regency Energy Partners LP and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC. |
| 5.1*           | Opinion of Latham & Watkins LLP regarding the legality of the Offered Units.   |

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- 8.1\* Opinion of Latham & Watkins LLP relating to tax matters.
- 23.1\* Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).
- 23.2\* Consent of Latham & Watkins LLP (included in Exhibit 8.1 hereto).

\* Filed herewith

**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: May 16, 2014

By: /s/ Thomas E. Long

Thomas E. Long

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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