

Regency Energy Partners LP  
Form 8-K  
March 05, 2013

**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): March 4, 2013

**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 Number)

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**2001 Bryan Street, Suite 3700**

**Dallas, Texas 75201**

**(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 8.01. Other Events.**

Regency Energy Partners LP, a Delaware limited partnership (the Partnership), is filing this Current Report on Form 8-K to provide the legal opinion of Latham & Watkins LLP relating to tax matters, a copy of which is filed as Exhibit 8.1 hereto, in connection with the Partnership's prospectus supplement filed with the Securities and Exchange Commission on March 4, 2013. Such prospectus supplement amends the Partnership's prospectus supplement dated June 19, 2012 and base prospectus dated June 8, 2012 to provide updated disclosure regarding the material tax considerations associated with the Partnership's operations and the purchase, ownership and disposition of the Partnership's common units.

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

(d) Exhibits.

Exhibit Number	Description of the Exhibit
8.1*	Opinion of Latham & Watkins LLP relating to tax matters.
23.1*	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: March 4, 2013

By: /s/ Thomas E. Long  
Thomas E. Long  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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