

Energy Transfer Operating, L.P.  
Form 8-K  
April 18, 2019

**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**

**April 18, 2019 (April 17, 2019)**

**Date of Report (Date of earliest event reported)**

**ENERGY TRANSFER OPERATING, L.P.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-31219**  
**(Commission File Number)**

**8111 Westchester Drive, Suite 600,**

**73-1493906**  
**(IRS Employer**

**Identification No.)**

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**Dallas, Texas 75225**

**(Address of principal executive offices) (Zip Code)**

**(214) 981-0700**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On April 17, 2019 Energy Transfer Operating, L.P. (the Partnership ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC and Wells Fargo Securities, LLC (the Underwriters ), with respect to the issuance and sale in an underwritten public offering (the Offering ) by the Partnership of 28,000,000 of its 7.600% Series E Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests in the Partnership (the Series E Preferred Units ) at a price to the public of \$25.00 per unit. Pursuant to the Underwriting Agreement, the Partnership has also granted the Underwriters a 30-day option to purchase up to 4,200,000 additional Series E Preferred Units.

The Offering was registered under the Securities Act of 1933, as amended (the Securities Act ), pursuant to a Registration Statement on Form S-3 (File No. 333-221411) of the Partnership, which became effective on November 8, 2017, as amended by Post-Effective Amendment No. 1 thereto and as supplemented by the Prospectus Supplement dated April 17, 2019 relating to the Series E Preferred Units, filed with the Securities and Exchange Commission ( Commission ) pursuant to Rule 424(b) of the Securities Act on April 17, 2019. The Offering is expected to close on April 25, 2019, subject to the satisfaction of customary closing conditions.

The Underwriting Agreement contains customary representations, warranties and agreements by the Partnership, and customary conditions to closing, indemnification obligations of the Partnership and the Underwriters, including for liabilities under the Securities Act, other obligations of the parties and termination provisions.

The Underwriters may, from time to time, engage in transactions with and perform services for the Partnership and its affiliates in the ordinary course of business. Affiliates of each of the Underwriters are lenders under the Partnership's revolving credit facility and, accordingly, may receive a portion of the net proceeds from the Offering.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated into this Item 1.01 by reference.

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

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description of the Exhibit</b>   |
|-----------------------|---|
| 1.1                   | <u>Underwriting Agreement, dated as of April 17, 2019, between Energy Transfer Operating, L.P., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Morgan Stanley &amp; Co. LLC, RBC Capital Markets, LLC and Wells Fargo Securities, LLC.</u> |

**SIGNATURE**

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.

**ENERGY TRANSFER OPERATING, L.P.**

By: Energy Transfer Partners GP, L.P.  
its General Partner

By: Energy Transfer Partners, L.L.C.  
its General Partner

Date: April 18, 2019

By: /s/ Thomas E. Long  
Thomas E. Long  
Chief Financial Officer