

Regency Energy Partners LP  
Form 8-K/A  
March 14, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

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 14, 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)

16-1731691  
(IRS Employer  
Identification No.)

2001 Bryan, Suite 3700  
Dallas, Texas 75201  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (214) 750-1771

Not Applicable  
(Former name or former address, if changed since last report.)

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.

This Current Report provides combined pro forma financial information of Regency Energy Partners LP (the “Partnership” or “Regency”) to reflect the following transactions:

- The proposed merger whereby the Partnership would acquire PVR Partners, L.P. (“PVR”) as disclosed in the Partnership’s Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on October 10, 2013 (the “PVR Report”),
- The proposed contribution of the outstanding member interests in (i) Eagle Rock Marketing, LLC, a Delaware limited liability company, (ii) Eagle Rock Pipeline GP, LLC, a Delaware limited liability company, (iii) Eagle Rock Gas Services, LLC, a Delaware limited liability company, and 100% of the outstanding partner interests in (a) Eagle Rock Pipeline, L.P., a Delaware limited partnership and (b) EROC Midstream Energy, L.P., a Delaware limited partnership (collectively, the “EROC Interests”) of Eagle Rock Energy Partners, L.P. (“Eagle Rock”) to the Partnership as disclosed in the Partnership’s Form 8-K filed with the SEC on December 24, 2013 (the “EROC Report”). The assets held and operated by the EROC Interests collectively comprise Eagle Rock’s midstream business (the “Midstream Business”), and
- The contribution of the outstanding interests in the wholly-owned subsidiaries of Hoover Energy Partners, LP (“HEP”) to the Partnership as disclosed in the Partnership’s Form 8-K filed with the SEC on December 23, 2013 (the “HEP Report” and collectively with the PVR Report and the EROC Report, the “Original Reports”), completed on February 3, 2014.

Exhibit 99.1 to this Current Report on Form 8-K presents the following unaudited pro forma combined financial information, which has been prepared in accordance with Article 11 of Regulation S-X:

- Unaudited pro forma condensed consolidated balance sheet as of December 31, 2013;
- Unaudited pro forma condensed consolidated statement of operations for year ended December 31, 2013; and
  - Notes to unaudited pro forma condensed consolidated financial information.

Exhibit 99.2 provides selected financial data for the five years ended December 31, 2013 and pro forma selected financial data as of and for the year ended December 31, 2013. Exhibit 99.4 includes the historical audited financial statements as of December 31, 2013 and December 31, 2012 and for the three years ended December 31, 2013 of the Midstream Business of Eagle Rock.

This Current Report on Form 8-K/A supplements the Original Reports to include the unaudited pro forma condensed consolidated financial information of the Partnership, the historical audited and unaudited financial statements of PVR, and the historical audited and unaudited financial statements of the Midstream Business of Eagle Rock.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of business acquired.

The historical audited financial statements of PVR as of December 31, 2013 and 2012 and for the three years ended December 31, 2013, are incorporated herein by reference to PVR’s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 28, 2014.

(b) Pro forma financial information.

(d) Exhibits

Exhibit

Number

Description

|                        |  |
|------------------------|--|
| ** <u>Exhibit 23.1</u> | Consent of Independent Auditors  |
| ** <u>Exhibit 23.2</u> | Consent of Independent Auditors  |
| ** <u>Exhibit 99.1</u> | Unaudited Pro Forma Combined Financial Information and Related Notes   |
| ** <u>Exhibit 99.2</u> | Selected Pro Forma Financial Data  |
| Exhibit 99.3           | Audited Financial Statements of PVR Partners, L.P. as of December 31, 2013 and 2012, and for the three years ended December 31, 2013 (incorporated by reference to the Annual Report on Form 10-K of PVR Partners, L.P. for the year ended December 31, 2013 filed with the Securities and Exchange Commission on February 28, 2013) |
| ** <u>Exhibit 99.4</u> | Audited Financial Statements of the Midstream Assets of Eagle Rock Energy Partners, L.P. statements as of December 31, 2013 and December 31, 2012 and for the three years ended December 31, 2013  |

\*\* Filed  
herewith.

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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

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

Date: March 14, 2014