

Spectra Energy Partners, LP  
Form 8-K  
April 08, 2016

**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): April 8, 2016 (April 4, 2016)**

**SPECTRA ENERGY PARTNERS, LP**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**5400 Westheimer Court,**

**1-33556**  
**(Commission**  
**File Number)**

**41-2232463**  
**(I.R.S. Employer**  
**Identification No.)**

**77056**

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**Houston, Texas**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (713) 627-5400**

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K 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 3.02 Unregistered Sales of Equity Securities**

On April 4, 2016, Spectra Energy Partners, LP (the Partnership ) entered into a Common Unit Purchase Agreement (the Agreement ) with Spectra Energy Corp ( Spectra Energy ) providing for the issuance and sale by the Partnership to Spectra Energy (the Private Placement ) of 9,056,136 common units representing limited partner interests in the Partnership (the Initial Units ) in a private placement transaction in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ), under Section 4(a)(2), as a transaction by an issuer not involving a public offering, at a price per unit of \$45.96, for an aggregate purchase price of approximately \$416.2 million. Spectra Energy will purchase up to an additional 1,358,420 common units in the Private Placement to the extent that additional shares of its common stock are issued pursuant to the 25-day option granted to the underwriter in Spectra Energy s public offering of common stock, which commenced on April 4, 2016. The issuance of the Initial Units is expected to close on April 8, 2016.

### **Item 7.01 Regulation FD Disclosure**

On April 4, 2016, Spectra Energy and the Partnership jointly issued a press release announcing the Private Placement. A copy of this press release is furnished and attached as Exhibit 99.2 hereto and is incorporated herein by reference. The information furnished is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act.

### **Item 8.01 Other Events**

The description of the events set forth in Item 3.02 hereof is incorporated herein by reference. The Agreement is filed as Exhibit 99.1 hereto.

### **Item 9.01 Financial Statements and Exhibits**

#### **(d) Exhibits.**

#### **Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Common Unit Purchase Agreement dated as of April 4, 2016 between Spectra Energy Corp and Spectra Energy Partners, LP.
99.2	Press Release dated April 4, 2016.

**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.

SPECTRA ENERGY PARTNERS, LP

Spectra Energy Partners (DE) GP, LP, its general  
By: partner

Spectra Energy Partners GP, LLC, its general  
By: partner

April 8, 2016

By: /s/ Laura J. Buss Sayavedra  
Laura J. Buss Sayavedra  
Vice President and Treasurer

**EXHIBIT INDEX**

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