

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**Regency Energy Partners LP**

CIK: **1338613** | IRS No.: **161731691** | State of Incorpor.: **DE** | Fiscal Year End: **1230**  
Type: **8-K** | Act: **34** | File No.: **001-35262** | Film No.: **13551336**  
SIC: **1311** Crude petroleum & natural gas

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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): January 28, 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 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**

(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 7.01 Regulation FD Disclosure.**

On January 28, 2013, Regency Energy Partners LP (the “Partnership”) issued a press release announcing its Board of Directors approved cash distributions for the quarter ended December 31, 2012.

A copy of the press release is set forth in Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 8.01 Other Events.**

On January 28, 2013, the Partnership announced that its Board of Directors has approved a quarterly cash distribution of \$0.46 per unit (\$1.84 annualized) on common units and, pursuant to the terms of the Series A Preferred Units, a quarterly cash distribution of \$0.445 per unit (\$1.78 annualized) on Series A Preferred Units for the quarter ended December 31, 2012. The distributions will be paid on February 14, 2013 to unitholders of record as of the close of business on February 7, 2013.

**Item 9.01 Financial Statements and Exhibits.**

(a)-(c) Not used.

(d) Exhibits. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

**Exhibit**

**Number**

**Description**

[Exhibit 99.1](#)

Regency Energy Partners LP Press Release dated January 28, 2013.

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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

January 28, 2013



### **Regency Energy Partners Announces Cash Distribution of 46 Cents Per Outstanding Common Unit**

DALLAS, January 28, 2013 – Regency Energy Partners LP (NYSE: RGP), (“Regency” or the “Partnership”), announced today a cash distribution of 46 cents per outstanding common unit for the fourth quarter ended December 31, 2012. The distribution will be paid on February 14, 2013, to unitholders of record at the close of business on February 7, 2013. This distribution is equivalent to \$1.84 per outstanding common unit on an annual basis.

Under the terms of the Series A Preferred Units, a quarterly cash distribution of 44.5 cents per unit for the fourth quarter ended December 31, 2012, will be paid on the same schedule as set forth above.

Regency expects to release its fourth quarter 2012 earnings results Wednesday, February 20, 2013, after the market closes and will hold a conference call Thursday, February 21, 2013, at 10 a.m. Central Time (11 a.m. Eastern Time) to discuss these results.

The dial-in number for the call is 1-866-770-7125 in the United States, or +1-617-213-8066 outside the United States, passcode 50928052. A live webcast of the call may be accessed on the Investor Relations page of Regency’s website at [www.regencyenergy.com](http://www.regencyenergy.com). The call will be available for replay for seven days by dialing 1-888-286-8010 (from outside the U.S., +1-617-801-6888) passcode 94006638. A replay of the broadcast will also be available on the Partnership’s website for 30 days.

This release is intended to be a qualified notice under Treasury Regulation Section 1.1446-4(b). Please note that 100 percent of Regency’s distributions to foreign investors are attributable to income that is effectively connected with a United States trade or business. Accordingly, Regency’s distributions to foreign investors are subject to federal income tax withholding at a rate of 35 percent.

This release includes “forward-looking” statements. Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as “anticipate,” “believe,” “intend,” “project,” “plan,” “expect,” “continue,” “estimate,” “goal,” “forecast,” “may” or similar expressions help identify forward-looking statements. Although we believe our forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, we cannot give any assurance that such expectations will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. Additional risks include: volatility in the price of oil, natural gas, and natural gas liquids, declines in the credit markets and the availability of credit for the Partnership as well as for producers connected to the Partnership’s system and its customers, the level of creditworthiness of, and performance by the Partnership’s counterparties and customers, the Partnership’s ability to access capital to fund organic growth projects and acquisitions, and the Partnership’s ability to obtain debt and equity financing on satisfactory terms, the Partnership’s use of derivative financial instruments to hedge commodity and interest rate risks, the amount of collateral required to be posted from time-to-time in the Partnership’s transactions, changes in commodity prices, interest rates, and demand for the Partnership’s services, changes in laws and regulations impacting the midstream sector of the natural gas industry, weather and other natural phenomena, industry changes including the impact of consolidations and changes in competition, the Partnership’s ability to obtain required approvals for construction or modernization of the Partnership’s facilities and the timing of production from such facilities, and the effect of accounting pronouncements issued periodically by accounting standard setting boards. Therefore, actual results and outcomes may differ materially from those expressed in such forward-looking statements.

These and other risks and uncertainties are discussed in more detail in filings made by the Partnership with the Securities and Exchange Commission, which are available to the public. The Partnership undertakes no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Regency Energy Partners LP (NYSE: RGP) is a growth-oriented, master limited partnership engaged in the gathering and processing, contract compression, contract treating and transportation of natural gas and the transportation, fractionation and storage of natural gas

liquids. Regency's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE). For more information, please visit Regency's website at [www.regencyenergy.com](http://www.regencyenergy.com).

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