

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2012-12-06** | Period of Report: **2012-12-06**  
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### ISSUER

#### **Western Gas Equity Partners, LP**

CIK: [1423902](#) | IRS No.: **261075656** | State of Incorporation: **DE** | Fiscal Year End: **1231**

#### Mailing Address

*1201 LAKE ROBBINS DRIVE  
THE WOODLANDS TX  
77380-7046*

#### Business Address

*1201 LAKE ROBBINS DRIVE  
THE WOODLANDS TX  
77380-7046  
832-636-1000*

### REPORTING OWNER

#### **Western Gas Equity Holdings, LLC**

CIK: [1563544](#) | Fiscal Year End: **1231**

Type: **3** | Act: **34** | File No.: [001-35753](#) | Film No.: **121245732**

#### Mailing Address

*1201 LAKE ROBBINS DRIVE  
THE WOODLANDS TX 77380*

#### Business Address

*1201 LAKE ROBBINS DRIVE  
THE WOODLANDS TX 77380  
(832) 636-6000*

**FORM 3****UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**OMB Number: 3235-0104  
Expires: 02/28/2011  
Estimated average burden  
hours per response 0.5**INITIAL STATEMENT OF BENEFICIAL  
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section  
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Western Gas Equity Holdings, LLC</u>  (Last) (First) (Middle)  <u>1201 LAKE ROBBINS DRIVE</u>  (Street)  <u>THE WOODLANDS, TX 77380</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) <u>12/06/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>Western Gas Equity Partners, LP [WGP]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>X</u> Director <u>      </u> 10% Owner <u>      </u> Officer (give title below) <u>      </u> Other (specify below)  5. If Amendment, Date Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> Form Filed by One Reporting Person <u>      </u> Form Filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common units representing limited partner interests</u>	<u>0</u> <sup>(1)</sup>	<u>D</u> <sup>(1)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/ Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. No securities are beneficially owned. This Form 3 is being filed in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-184763). The reporting person owns a non-economic general partner interest in the Issuer.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney (CE)

**Signatures**/s/ Western Gas Equity Holdings, LLC, by Philip H. Peacock, Vice President, General Counsel  
and Corporate Secretary

\*\* Signature of Reporting Person

12/06/2012

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert K. Reeves, Linda A. Mansker, Amanda M. McMillian, Anne V. Bruner and Philip H. Peacock, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer, 10% owner or person otherwise required to file, with respect to Western Gas Equity Partners, LP (the "Company"), Forms ID, 3, 4 and 5, pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder, and Form 144, pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder, if required; and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, Form 4, Form 5 or Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) of the Exchange Act or Rule 144 of the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a director of the Company unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact; provided, however, this Power of Attorney will expire immediately upon the

termination of employment of any attorney-in-fact as to that attorney-in-fact only, but not as to any other appointed attorney-in-fact hereunder.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November, 2012.

Western Gas Equity Holdings, LLC

/s/ Philip H. Peacock

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By: Philip H. Peacock  
Title: Vice President, General Counsel  
and Corporate Secretary