

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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EAGLE ROCK ENERGY PARTNERS L P

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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**



EAGLE ROCK
ENERGY PARTNERS, L.P.

EAGLE ROCK ENERGY PARTNERS, L.P.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

001-33016

Commission File Number

68-0629883

(I.R.S. Employer Identification No.)

1415 Louisiana Street, Suite 2700

Houston, Texas 77002

(Address of principal executive offices, including zip code)

(281) 408-1200

(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))



Item 7.01 Regulation FD Disclosure.

On January 28, 2013, Eagle Rock Energy Partners, L.P. (the “**Partnership**”) issued a press release announcing, among other things, its cash distribution for the quarter ended December 31, 2012. In the press release, the Partnership disclosed that it will announce earnings for the quarter and year ended December 31, 2012, after the market closes on Monday, February 25, 2013, and hold an earnings conference call at 2:00 p.m. Eastern Time (1:00 p.m. Central Time) on Tuesday, February 26, 2013.

The press release also includes an operational update discussing, among other things, (i) the progress of the Partnership's integration of certain acquired assets, and (ii) the progress of the Partnership's SO₂ recovery project at its Big Escambia Creek processing facility in Southern Alabama. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in this Item 7.01 and the attached Exhibit 99.1, includes “forward-looking statements.” All statements, other than statements of historical facts, included in this Item 7.01 and the attached exhibit, that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements are based on certain assumptions made by the Partnership in reliance on its experience and perception of historical trends, current conditions, expected future developments and other factors the Partnership believes are appropriate under the circumstances. Such statements are inherently uncertain and are subject to a number of risks, many of which are beyond the Partnership’s control. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, the Partnership’s actual results and plans could differ materially from those implied or expressed by any forward-looking statement.

The Partnership undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information or future events. For a detailed list of the Partnership’s risk factors and other cautionary statements, including without limitation risks related to the production, gathering, processing, marketing, and trading of natural gas and natural gas liquids, please consult the Partnership’s Form 10-K, filed with the SEC for the year ended December 31, 2011, and the Partnership’s Forms 10-Q, filed with the SEC for subsequent quarters, as well as any other public filings and press releases.

The information in Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1 is being “furnished” pursuant to Item 7.01 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any Partnership filing, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 8.01 Other Events.

On January 28, 2013, the Partnership announced that it will pay a cash distribution of \$0.22 to all common unitholders for the quarter ended December 31, 2012. The Partnership will pay this distribution on February 14, 2013 to its common unitholders of record as of close of business on February 7, 2013.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Press Release of Eagle Rock Energy Partners, L.P., dated January 28, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Partnership has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EAGLE ROCK ENERGY PARTNERS, L.P.

By: Eagle Rock Energy GP, L.P.,
its general partner

By: Eagle Rock Energy G&P, LLC,
its general partner

Date: January 28, 2013

By: /s/ Charles C. Boettcher
Charles C. Boettcher
Senior Vice President and General Counsel

Exhibit Index

Exhibit No. Description

99.1 Press release of Eagle Rock Energy Partners, L.P., dated January 28, 2013.

January 28, 2013

EAGLE ROCK ANNOUNCES FOURTH QUARTER 2012 CASH DISTRIBUTION AND EARNINGS RELEASE DATE AND PROVIDES OPERATIONAL UPDATE

HOUSTON - Eagle Rock Energy Partners, L.P. (NASDAQ:ERO) (“Eagle Rock” or the “Partnership”) today declared a cash distribution for the quarter ended December 31, 2012 of \$0.22 per common unit, equivalent to \$0.88 per unit on an annualized basis. This distribution is equal to the distribution paid for the third quarter 2012 and represents a 5% increase from the distribution paid for the fourth quarter of 2011. The distribution will be paid on Thursday, February 14, 2013 to unitholders of record as of the close of business on Thursday, February 7, 2013.

Operational Update

Acquisition of BP's Texas Panhandle Midstream Assets - Integration

Eagle Rock closed on the acquisition of BP's Texas Panhandle midstream assets (the “BP Acquisition”) on October 1, 2012 and, following the negotiated transition services period, Eagle Rock took over operations, marketing and commercial activities on January 1, 2013. Since the closing, the Partnership has hired 78 former BP employees in the Texas Panhandle and integrated these personnel into Eagle Rock's existing organizational structure, including in a number of key leadership roles.

Eagle Rock has begun construction on the proposed gathering system interconnects and is securing the materials and necessary right-of-ways to complete these projects.

“We are pleased with our progress to date on integrating the acquired assets with our Panhandle system,” said Joseph A. Mills, Eagle Rock's Chairman and Chief Executive Officer. “In addition, we are very impressed with the former BP employees who have joined our team - their experience and knowledge will contribute to the expedited integration of the acquired assets and enhance our operational capabilities and synergies across the Texas Panhandle.”

Completion of First Phase of SO₂ Recovery Project at Big Escambia Creek Processing Facility

The Partnership, through its subsidiaries, has successfully completed the first phase of the emission reduction project at its Big Escambia Creek (BEC) processing facility in Southern Alabama. The project was initiated in December of 2011 to comply with the required step-down in sulfur dioxide emissions under the existing environmental permit. The project involved adding a Superclaus reactor to the existing sulfur recovery unit to achieve the desired reduction in SO₂ emissions. The new unit started up on December 17, 2012, and has resulted in increased sulfur recovery and reductions in SO₂ emissions to levels well below the current permitted levels.

The second and final phase of the project involves potential upgrades of the existing sulfur recovery unit to further improve sulfur recoveries and further reduce SO₂ emissions. Upon completion, currently estimated to be in 2015, Eagle Rock expects to recognize operational cost savings and improve the overall reliability of the BEC facility in addition to recovering more of the marketable elemental sulfur from the well stream.

Fourth Quarter and Full Year 2012 Earnings Release Date and Conference Call Information

The Partnership also announced today it will report fourth quarter and full year 2012 financial and operating results after market close on Monday, February 25, 2013. The fourth quarter and full

year 2012 earnings conference call will be held at 2:00 p.m. Eastern Time (1:00 p.m. Central Time) on Tuesday, February 26, 2013.

Interested parties may listen to the earnings conference call live over the Internet or via telephone. To listen live over the Internet, participants are advised to log on to the Partnership's web site at www.eaglerockenergy.com and select the "Events & Presentations" sub-tab under the "Investor Relations" tab. To participate by telephone, the call in number is **877-293-5457**, conference ID **93704871**. Participants are advised to dial into the call at least 15 minutes prior to the call. An audio replay of the conference call will also be available for thirty days by dialing **855-859-2056**, conference ID **93704871**. In addition, a replay of the audio webcast will be available by accessing the Partnership's web site after the call is concluded.

About the Partnership

The Partnership is a growth-oriented master limited partnership engaged in two businesses: a) midstream, which includes (i) gathering, compressing, treating, processing and transporting natural gas; (ii) fractionating and transporting natural gas liquids (NGLs); (iii) crude oil logistics and marketing; and (iv) natural gas marketing and trading; and b) upstream, which includes exploiting, developing, and producing hydrocarbons in oil and natural gas properties.

Qualified Notice to Nominees

This release serves as qualified notice to nominees as provided for under Treasury Regulation Section 1.1446-4(b)(4) and (d). Please note that 100 percent of the Partnership's distributions to foreign investors are attributable to income that is effectively connected with a United States trade or business. Accordingly, all of the Partnership's distributions to foreign investors are subject to federal income tax withholding at the highest effective tax rate for individuals or corporations, as applicable. Nominees, and not the Partnership, are treated as withholding agents responsible for withholding distributions received by them on behalf of foreign investors.

Contacts:

Eagle Rock Energy Partners, L.P.

Jeff Wood, 281-408-1203
Senior Vice President and Chief Financial Officer

Adam Altsuler, 281-408-1350
Director, Corporate Finance and Investor Relations

This news release may include "forward-looking statements." All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future, including statements regarding the expected closing of the acquisition and timing thereof, purchase price multiples and the anticipated impact on the Partnership's financial results, are forward-looking statements and speak only as of the date on which such statement is made. These statements are based on certain assumptions made by the Partnership based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Partnership. These include, but are not limited to, risks

related to volatility or declines (including sustained declines) in commodity prices; market demand for crude oil,

natural gas and natural gas liquids; the effectiveness of the Partnership's hedging activities; the Partnership's ability to retain key customers; the Partnership's ability to continue to obtain new sources of crude oil and natural gas supply; the availability of local, intrastate and interstate transportation systems and other facilities to transport crude oil, natural gas and natural gas liquids; competition in the oil and gas industry; the Partnership's ability to obtain credit and access the capital markets; the Partnership's ability to obtain necessary government and regulatory approvals related to the acquisition; ability to obtain necessary third-party consents and approvals related to the acquisition; general economic conditions; and the effects of government regulations and policies. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, the Partnership's actual results and plans could differ materially from those implied or expressed by any forward-looking statements. The Partnership assumes no obligation to update any forward-looking statement as of any future date. For a detailed list of the Partnership's risk factors, please consult the Partnership's Form 10-K for the year ended December 31, 2011 and the Partnership's Forms 10-Q filed with the Securities and Exchange Commission for subsequent quarters, as well as any other public filings and press releases.

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