

Regency Energy Partners LP
Form 8-K
May 14, 2009

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): May 14, 2009

REGENCY ENERGY PARTNERS LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of
incorporation or
organization)

000-51757
(Commission File
Number)

16-1731691
(I.R.S. Employer
Identification Number)

2001 Bryan Street, Suite 3700
Dallas, Texas 75201
(Address of principal executive offices)

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 (see General Instruction A.2. below):

- 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

As previously disclosed on a Form 8-K dated March 18, 2009, the Partnership contributed assets to a joint venture, for which pro forma financial statements are required.

ITEM 9.01. Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The following information is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference:

- (1) Unaudited Pro Forma Consolidated Condensed Income Statement for the three-month period ended March 31, 2009.

(d) Exhibits.

Exhibit

| No. | Description of Exhibit |
|-------------|--|
| <u>99.1</u> | <u>Unaudited pro forma condensed consolidated financial information.</u> |

SIGNATURE

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, thereunto duly authorized.

REGENCY ENERGY PARTNERS LP
(Registrant)

By: Regency GP LP, its general partner
By: Regency GP LLC, its general partner

Date: May 14, 2009

By: /s/ Lawrence B. Connors
Lawrence B. Connors
Senior Vice President, Chief Accounting
Officer