

Regency Energy Partners LP  
Form 8-K  
September 10, 2008

**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): September 10, 2008**  
**REGENCY ENERGY PARTNERS LP**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**000-51757**  
(Commission File Number)

**16-1731691**  
(IRS Employer  
Identification No.)

**1700 Pacific, Suite 2900  
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))
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**Item 8.01. Other Events.**

On September 10, 2008, Standard & Poor's Rating Services ( S&P ) announced that it assigned its BB- corporate credit rating to Regency Energy Partners L.P. (the Partnership ) and withdrew its BB- corporate credit rating on operating subsidiary Regency Gas Services L.P. ( RGS ). S&P withdrew its credit rating on RGS and assigned it to the Partnership due to its expectation that all future debt issuances will occur at the Partnership. S&P has also revised its ratings outlook on the Partnership to negative from stable.

Credit ratings reflect the views of the rating agencies. An explanation of the significance of a credit rating may be obtained from the applicable rating agency. Such ratings are not a recommendation to buy, sell or hold securities. Any rating can be revised upward or downward or withdrawn at any time by a rating agency if it decides that the circumstances warrant the change.

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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/ Dan A. Fleckman  
Dan A. Fleckman  
Executive Vice President and Chief  
Legal Officer

September 10, 2008