

Regency Energy Partners LP  
Form 8-K  
May 12, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 12, 2008

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

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                          | 000-51757                   | 16-1731691                           |
| (State or other jurisdiction of<br>incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|                                             |            |
|---------------------------------------------|------------|
| 1700 Pacific, Suite 2900<br>Dallas, Texas   | 75201      |
| (Address of principal<br>executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (214) 750-1771

(Former name or former address, if changed since last report): Not applicable

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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On May 12, 2008, Regency Energy Partners LP, a Delaware limited partnership (“Regency”), issued a press release announcing its financial results for the first quarter 2008 ended March 31. A copy of the press release and its accompanying financial highlights and reconciliation schedules are incorporated by reference as a part of this current report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. A copy of materials to be presented to securities analysts during a conference call are incorporated by reference as a part of this current report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

The press release, accompanying financial highlights, reconciliation schedules, and presentation materials are being furnished pursuant to Item 2.02, Results of Operations and Financial Condition. The information furnished is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description                                                                                                                                                              |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1           | <u>Copy of Regency Energy Partners LP press release, dated May 12, 2008, publicly announcing its first quarter 2008 financial results.</u>                               |
| 99.2           | <u>Copy of Regency Energy Partners LP presentation to securities analysts, publicly discussing its results of operations for the first quarter ended March 31, 2008.</u> |

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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/ Stephen L. Arata  
                          Stephen L. Arata  
                          Executive Vice President and Chief  
                          Financial Officer

May 12, 2008

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# EXHIBIT INDEX

| Exhibit<br>Number | Description                                                               |
|-------------------|---------------------------------------------------------------------------|
| 99.1              | <u>Press Release, dated May 12, 2008.</u>                                 |
| 99.2              | <u>Slide 1 of Presentation to Securities Analysts, dated May 12, 2008</u> |
| Graphic 2         | <u>Slide 2 of Presentation to Securities Analysts</u>                     |
| Graphic 3         | <u>Slide 3 of Presentation to Securities Analysts</u>                     |
| Graphic 4         | <u>Slide 4 of Presentation to Securities Analysts</u>                     |
| Graphic 5         | <u>Slide 5 of Presentation to Securities Analysts</u>                     |
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