

Regency Energy Partners LP
Form 8-K
November 14, 2006

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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): November 14, 2006
REGENCY ENERGY PARTNERS LP
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	0001-338613 (Commission File Number)	16-1731691 (IRS Employer Identification No.)
1700 Pacific, Suite 2900 Dallas, Texas (Address of principal executive offices)		75201 (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)
 - 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 5.01. OTHER EVENTS

On August 15, 2006, the Regency Energy Partners LP (the Partnership), through its wholly-owned subsidiary Regency Gas Services LP, acquired all the outstanding equity of TexStar Field Services, L.P. and its general partner, TexStar GP, LLC (together, TexStar), from HMTF Gas Partners II, L.P. (HMTF Gas Partners), an affiliate of HM Capital Partners LLC (the TexStar Acquisition). Hicks Muse Equity Fund V, L.P. (Fund V) and its affiliates own, through HM Capital Partners LLC (HM Capital Partners), control, Regency GP LP, the general partner of the Partnership (the General Partner). Fund V also indirectly owns approximately 95 percent of, and, through HM Capital Partners LLC, controls HMTF Gas Partners II, L.P. Because the TexStar Acquisition is a transaction between commonly controlled entities, the Partnership accounted for the TexStar Acquisition in a manner similar to a pooling of interests. Accordingly, the consolidated financial statements and notes have been updated to reflect the financial position, results of operations and cash flows as if the Partnership and TexStar had been combined throughout the periods presented in which common control existed, December 1, 2004 forward.

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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

By: Regency GP LP, its general partner

By: Regency GP LLC, its general partner

/s/ Lawrence B. Connors
Lawrence B. Connors
Vice President of Accounting and Finance
(Duly Authorized Officer and Chief
Accounting Officer)

November 14, 2006