

Regency Energy Partners LP  
Form S-8 POS  
April 30, 2015

As filed with the Securities and Exchange Commission on April 30, 2015

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Registration Statement No. 333-140088**

**Registration Statement No. 333-167082**

**Registration Statement No. 333-178573**

**Regency Energy Partners LP**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**16-1731691**  
**(I.R.S. Employer**  
**Identification No.)**

**3738 Oak Lawn Avenue**

**Dallas, TX**  
**(Address of Principal Executive Offices)**

**75219**  
**(Zip Code)**

**Regency GP LLC Long-Term Incentive Plan**

**Regency Energy Partners LP 2011 Long-Term Incentive Plan**

**(Full Title of the Plans)**

**Thomas E. Long**

**Regency GP LLC**

**3738 Oak Lawn Avenue**

**Dallas, TX 75219 (214) 981-0700**

**(Name, Address and Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## EXPLANATORY NOTE

### DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 (collectively, the Registration Statements ), originally filed by Regency Energy Partners LP, a Delaware limited partnership ( Regency ), with the Securities and Exchange Commission:

Registration Statement No. 333-140088, filed on January 19, 2007, registering 2,865,584 common units representing limited partner interests (the Common Units ), of Regency under the Regency GP LLC Long-Term Incentive Plan (the Regency LTIP ).

Registration Statement No. 333-167082, filed on May 26, 2010, registering 700,000 additional Common Units of Regency under the Regency LTIP.

Registration Statement No. 333-178573, filed on December 16, 2011, registering 3,000,000 Common Units of Regency under the Regency Energy Partners LP 2011 Long-Term Incentive Plan.

On April 28, 2015, the unitholders of Regency approved the Agreement and Plan of Merger, dated as of January 25, 2015, as amended by Amendment No.1 thereto, dated as of February 18, 2015 (as so amended, the Merger Agreement ), by and among (i) Energy Transfer Partners, L.P., a Delaware limited partnership ( ETP ), (ii) Energy Transfer Partners GP, L.P., a Delaware limited partnership, (iii) Rendezvous I LLC, a Delaware limited liability company ( Merger Sub ), (iv) Rendezvous II LLC, a Delaware limited liability company, (v) Regency, (vi) Regency GP LP, a Delaware limited partnership, (vii) ETE GP Acquirer LLC, a Delaware limited liability company, and, solely for purposes of certain provisions therein, (viii) Energy Transfer Equity, L.P., a Delaware limited partnership. Pursuant to the terms of the Merger Agreement, Regency merged with Merger Sub, with Regency continuing as the surviving entity and as a direct wholly owned subsidiary of ETP (the Merger ). Each outstanding common unit representing a limited partner interest of Regency and Class F unit representing a limited partner interest of Regency was converted into the right to receive 0.4124 newly issued ETP common units representing limited partner interests of ETP.

In connection with the anticipated completion of the transactions contemplated by the Merger Agreement, Regency has terminated all offerings of securities pursuant to the Registration Statements. In accordance with undertakings made by Regency in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, Regency hereby removes from registration all of such securities of Regency registered but unsold under the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, State of Texas on April 30, 2015.

**REGENCY ENERGY PARTNERS LP**

By: Regency GP LP, its general partner

By: Regency GP LLC, its general partner

By: /s/ Michael J. Bradley  
 Name: Michael J. Bradley  
 Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 4 to the Registration Statement has been signed by the following persons in their capacities indicated, which are with Regency GP LLC, the general partner of Regency GP LP, the general partner of Regency Energy Partners LP, on the dates indicated:

| <b>Signature</b>       | <b>Title</b>   | <b>Date</b>    |
|------------------------|--|----------------|
| /s/ Michael J. Bradley | President, Chief Executive Officer and Director      | April 30, 2015 |
| Michael J. Bradley     | (Principal Executive Officer)                        |                |
| *                      | Executive Vice President and Chief Financial Officer | April 30, 2015 |
| Thomas E. Long         | (Principal Financial Officer)                        |                |
| *                      | Vice President and Controller                        | April 30, 2015 |
| A. Troy Sturrock       | (Principal Accounting Officer)                       |                |
| *                      | Director   | April 30, 2015 |
| James W. Bryant        |  |                |
| *                      | Director   | April 30, 2015 |
| Rodney L. Gray         |  |                |
| *                      | Director   | April 30, 2015 |
| John W. McReynolds     |  |                |

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/s/ Matthew S. Ramsey

Director

April 30, 2015

Matthew S. Ramsey

/s/ Richard D. Brannon

Director

April 30, 2015

Richard D. Brannon

\* By: /s/ Michael J. Bradley

Michael J. Bradley, Attorney-in-fact

*[Signature Page to Post-Effective Amendment on S-8]*