

Regency Energy Partners LP
 Form 3
 February 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|---|---|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Regency Acquisition LP | | (Month/Day/Year) | Regency Energy Partners LP [RGNC] | |
| (Last) | (First) | (Middle) | 02/03/2006 | |
| 1700 PACIFIC, SUITE 2900 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| DALLAS,Â TXÂ 75201 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Units | 5,353,896 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | | | | |
|--------------------|-------|-------|-----------------|------------|--------|-------------------|-----|
| | | | | Shares | | (1) (Instr. 5) | |
| Subordinated Units | Â (1) | Â (1) | Common Units | 19,103,896 | \$ (1) | | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Regency Acquisition LP 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201 | Â | Â X | Â | Â |
| HMTF Regency LP 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201 | Â | Â X | Â | Â |
| Regency Holdings LLC 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201 | Â | Â X | Â | Â |
| HMTF Regency, L.L.C. 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| REGENCY ACQUISITION LP By: Regency Holdings LLC, its general partner, By: /s/ David W. Knickel, Vice President | 02/07/2006 |
| __Signature of Reporting Person | Date |
| REGENCY HOLDINGS LLC By: /s/ David W. Knickel, Vice President | 02/07/2006 |
| __Signature of Reporting Person | Date |
| HMTF REGENCY, L.P. By: HMTF Regency, L.L.C., its general partner, By: /s/ David W. Knickel, Vice President | 02/07/2006 |
| __Signature of Reporting Person | Date |
| HMTF REGENCY, L.L.C., By: /s/ David W. Knickel, Vice President | 02/07/2006 |
| __Signature of Reporting Person | Date |
| HICKS, MUSE, TATE & FURST EQUITY FUND V, L.P. By: HM5/GP LLC, its general partner, By: /s/ David W. Knickel, Vice President | 02/07/2006 |
| __Signature of Reporting Person | Date |
| HM5/GP LLC, By: /s/ David W. Knickel, Vice President | 02/07/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The Subordinated Units shall convert into Common Units on a one-for-one basis after December 31, 2006, upon satisfaction of the conditions for conversion set forth in the Issuers First Amended and Restated Agreement of Limited Partnership. The conditions are based on the amount of quarterly distributions by the Issuer with respect to its Common Units and Subordinated Units. The Subordinated Units have no expiration date.

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Remarks:

This Form 3 is filed by each of Regency Acquisition LP (Acquisition); Regency Holdings LLC (Holdings); HMTF Regency, L.L.C. (HMTF GP); Hicks, Muse, Tate & Furst Equity Fund V, L.P. (Fund V); and Regency Energy Partners LP (Regency Energy Partners LP). Regency Energy Partners LP is the general partner of Fund V, which is the sole member of HMTF GP, which is the general partner of Holdings, which is the general partner of Acquisition, which directly owns the Common Units described herein. HMTF Regency also owns all of the limited partner interest in Acquisition. Each reporting person disclaims beneficial ownership of these securities (except to the extent of such reporting persons' indirect ownership in such securities described above), and this report shall not be deemed an admission that such reporting person is the owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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