

Regency Energy Partners LP  
Form 8-K  
May 09, 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: May 9, 2008  
(Date of earliest event reported: Not applicable)

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  
(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:

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 9.01 - Financial Statements and Exhibits

This Current Report on Form 8-K includes Regency GP LP's balance sheet as of December 31, 2007. Regency GP LP is the General Partner of Regency Energy Partners LP.

Exhibit Index

99.1. Regency GP LP Balance Sheet and Related Notes as of December 31, 2007

99.2. Consent of KPMG LLP

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

Date: May 9, 2008