

Regency Energy Partners LP  
Form 425  
February 25, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): February 24, 2015**

**REGENCY ENERGY PARTNERS LP**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-35262**  
**(Commission**  
**File Number)**  
**2001 Bryan Street, Suite 3700**

**16-1731691**  
**(IRS Employer**  
**Identification No.)**

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**Dallas, Texas 75201**

**(Address of principal executive office) (Zip Code)**

**(214) 750-1771**

**(Registrant's telephone number, including area code)**

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

**Item 8.01 Other Events**

On February 24, 2015, Regency Energy Partners LP ( Regency ) received notification that early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ( HSR Act ), for the previously announced acquisition of Regency by Energy Transfer Partners, L.P. had been granted by the United States Federal Trade Commission. The early termination of the waiting period under the HSR Act satisfies one of the conditions to the closing of the pending acquisition, which remains subject to other customary closing conditions, including receipt of Regency unitholder approval.

**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

Date: February 24, 2015

By: /s/ Thomas E. Long  
Name: Thomas E. Long  
Executive Vice President and Chief Financial  
Title: Officer