

Energy Transfer Partners, L.P.  
Form 8-K  
April 07, 2009

**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  
April 2, 2009  
Date of Report (Date of earliest event reported)  
Energy Transfer Partners, L.P.  
(Exact name of Registrant as specified in its charter)**

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

**1-11727**  
(Commission File Number)

**73-1493906**  
(IRS Employer  
Identification Number)

**3738 Oak Lawn Avenue,  
Dallas, TX 75219**  
(Address of principal executive offices)  
**(214) 981-0700**

(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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 2, 2009, Energy Transfer Partners, L.P. (the Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and Greenwich Capital Markets, Inc., as joint book-running managers and representatives of the several underwriters named therein (the Underwriters ), relating to the public offering by the Partnership of \$350 million aggregate principal amount of 8.50% Senior Notes due 2014 and \$650 million aggregate principal amount of 9.00% Senior Notes due 2019 (collectively, the Notes ). The Notes have been registered under the Securities Act of 1933, as amended (the Securities Act ), pursuant to a Registration Statement on Form S-3ASR (Registration No. 333-147990) of the Partnership, as supplemented by the Prospectus Supplement dated April 2, 2009 relating to the Notes (the Prospectus Supplement ), filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on April 3, 2009. Closing of the issuance and sale of the Notes is scheduled for April 7, 2009. A legal opinion related to the Notes is filed herewith as Exhibit 5.1.

The Underwriting Agreement provides that the obligations of the Underwriters to purchase the Notes are subject to approval of legal matters by counsel and other customary conditions. The Underwriters are obligated to purchase all the Notes if they purchase any of the Notes. The Underwriting Agreement contains customary representations, warranties and agreements by the Partnership and customary conditions to closing. Additionally, the Partnership has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities. The summary of the Underwriting Agreement in this report does not purport to be complete and is qualified by reference to such agreement, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

The Prospectus Supplement provides that the Partnership will use net proceeds from the offering to repay all amounts outstanding under its revolving credit facility and for general partnership purposes. Affiliates of each of the Underwriters are agents and lenders under our revolving credit facility. Accordingly, each of the Underwriters will receive proceeds from the offering of the Notes. In addition, from time to time the Underwriters and their affiliates have engaged, and may in the future engage, in commercial banking and/or investment banking transactions with us and our affiliates for which they received or will receive customary fees and expenses.

The Notes are being issued under the Indenture dated as of January 18, 2005 (the Indenture ), between the Partnership, as issuer, the subsidiary guarantors named therein, and Wachovia Bank, National Association, as trustee, as amended and supplemented by the Eighth Supplemental Indenture thereto (the Supplemental Indenture ), between the Partnership and U.S. Bank National Association, as successor trustee, with respect to the Notes. The terms of the Notes and the Supplemental Indenture are further described in the Prospectus Supplement under the captions

Description of Notes and Description of the Debt Securities, which description is incorporated herein by reference and filed herewith as Exhibit 99.2. Such description does not purport to be complete and is qualified by reference to the Indenture and the Supplemental Indenture, which are filed as exhibits hereto and incorporated herein by reference.

On April 2, 2009, the Partnership issued a press release relating to the pricing of the public offering of the Notes contemplated by the Underwriting Agreement. A copy of the press release is furnished as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibits 99.1 and 99.2 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act.

1.1\* Underwriting Agreement dated April 2, 2009, by and among Energy Transfer Partners, L.P. and Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and Greenwich Capital Markets, Inc., as representatives of the several underwriters named therein.

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- 4.1 Indenture, dated as of January 18, 2005 between Energy Transfer Partners, L.P., as issuer, the subsidiary guarantors named therein, and Wachovia Bank, National Association, as trustee (filed as Exhibit 4.1 to Form 8-K of Energy Transfer Partners, L.P. filed January 19, 2005 and incorporated herein by reference).
- 4.2\* Form of Eighth Supplemental Indenture by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee.
- 4.3 Form of Notes (included in Exhibit 4.2 above).
- 5.1\* Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- 99.1\* Press Release dated April 2, 2009.
- 99.2\* Description of Notes and Description of the Debt Securities.

\* Filed herewith.

**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.

**Energy Transfer Partners, L.P.**

By: Energy Transfer Partners GP, L.P.,  
General Partner

By: Energy Transfer Partners, L.L.C.,  
General Partner

Date: April 6, 2009

/s/ Martin Salinas  
Martin Salinas  
Chief Financial Officer and officer duly  
authorized to sign on behalf of the registrant

**Exhibit Index**

Exhibits

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