

Energy Transfer Partners, L.P.  
Form 8-K  
February 19, 2014

**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**

**Date of Report (Date of earliest event reported): February 19, 2014**

**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)**  
**3738 Oak Lawn Avenue**

**73-1493906**  
**(IRS Employer**

**Identification Number)**

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**Dallas, Texas 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))

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

As previously reported, on November 19, 2013, Energy Transfer Partners, L.P. ( ETP ) and Energy Transfer Equity, L.P. ( ETE ) entered into Redemption and Transfer Agreement (the Agreement ). Pursuant to the Agreement, on February 19, 2014, ETP transferred its interest in Trunkline LNG Company, LLC ( TLNG ), the entity that owns a liquefied natural gas ( LNG ) regasification facility in Lake Charles, Louisiana, to ETE in exchange for the redemption of 18.71 million ETP units (the Redeemed Units ) held by ETE (the Transaction ).

The Redeemed Units represent an effective purchase price of approximately \$1.02 billion based on ETP 's closing unit price as of February 18, 2014, and the Transaction was deemed effective as of January 1, 2014.

In connection with the closing of the transactions contemplated by the Agreement, ETP and its affiliates entered into the following agreements:

**Amendment No. 6 to the Second Amended and Restated Agreement of Limited Partnership.** On February 19, 2014, ETP 's general partner executed Amendment No. 6 (the Partnership Agreement Amendment ) to the Second Amended and Restated Agreement of Limited Partnership of ETP (as amended, the Partnership Agreement ). The Partnership Agreement Amendment provides that ETE will forgo incentive distributions relating to distributions made in respect of the ETP common units it owns in a cumulative amount equal to \$180 million for the sixteen quarters beginning with the quarter commencing on January 1, 2016.

**Shared Services Agreement Amendment.** On February 19, 2014, ETP and ETE entered into the third amendment (the SSA Amendment ) to the Shared Services Agreement (the SSA ) dated as of August 26, 2005, as amended May 26, 2010 and April 30, 2013, between ETE and ETP. The SSA Amendment contemplates the provision by ETP of certain corporate business development services for ETE relating to the Trunkline LNG project and the Trunkline crude oil conversion project, each of which are owned by entities in which ETE and ETP have a 60% and 40% equity interest, respectively. In exchange for these services, ETE will pay to ETP a \$150 million fee for the two-year period beginning January 1, 2014, in addition to amounts previously owed by ETE to ETP under the SSA.

After giving effect to the consummation of the transactions contemplated by the Agreement, ETE owns, directly or indirectly, (i) approximately 30.8 million common units representing limited partner interests in ETP, (ii) 50,160,000 Class H Units of ETP, (iii) all of the outstanding equity interests in the general partner of ETP and, through such ownership, all of the incentive distribution rights in ETP and (iv) an approximate 1% general partner interest in ETP.

The above descriptions of the Agreement, the Partnership Agreement Amendment and the SSA Amendment do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the Agreement, the Partnership Agreement Amendment and SSA Amendment. The Agreement, which was included as Exhibit 2.1 to ETP 's Current Report on Form 8-K filed on November 21, 2013, the Partnership Agreement Amendment and the SSA Amendment, each of which are attached hereto as Exhibits 3.1 and 10.1, respectively, are incorporated herein by reference.

**Item 3.03. Material Modification to Rights of Security Holders.**

The information set forth under Item 1.01 is incorporated into this Item 3.03 by reference.

**Item 5.03. Amendments to Certificate of Formation or LLC Agreement; Change in Fiscal Year**

The information set forth under Item 1.01 is incorporated into this Item 5.03 by reference.

**Item 9.01. Financial Statements and Exhibits.**

See the Exhibit Index set forth below for a list of exhibits included with this Form 8-K.

**Exhibit**

<b>Number</b>	<b>Description</b>
3.1	Amendment No. 6, dated February 19, 2014, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., as amended.
10.1	Third Amendment, dated February 19, 2014, to the Shared Services Agreement dated as of August 26, 2005, as amended May 26, 2010 and April 30, 2013 by and between Energy Transfer Equity, L.P. and Energy Transfer Partners, L.P.

**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.,  
its general partner

By: Energy Transfer Partners, L.L.C.,  
its general partner

Date: February 19, 2014

/s/ Martin Salinas, Jr.

Martin Salinas, Jr.  
Chief Financial Officer

**EXHIBIT INDEX**

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