

Regency Energy Partners LP  
Form 8-K  
June 18, 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): June 18, 2014 (June 12, 2014)**

**REGENCY ENERGY PARTNERS LP**

**(Exact name of Registrant as specified in its charter)**

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

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

**16-1731691**  
**(IRS Employer**  
**Identification Number)**

**Dallas, Texas 75201**

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**(Address of principal executive offices, including 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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On June 12, 2014, Regency Energy Partners LP (the Partnership ) entered into a guaranty (the Guaranty ) in favor of Midcontinent Express Pipeline LLC ( MEP ), an entity in which the Partnership s wholly owned subsidiary, Regency Midcontinent Express LLC ( Regency Midcontinent ), owns a 50% membership interest. Under the Guaranty, the Partnership has agreed to guarantee the prompt payment by Regency Midcontinent of its proportionate \$175 million capital contribution to MEP. The Partnership s obligation under the Guaranty will not exceed \$176 million.

The foregoing description of the Guaranty does not purport to be complete and is qualified in its entirety by reference to the full text of the Guaranty, a copy of which is filed herewith as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
10.1*	Guaranty, dated June 12, 2014, by Regency Energy Partners LP in favor of Midcontinent Express Pipeline LLC

\* 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.

**Regency Energy Partners LP**

By: Regency GP LP, its general partner

By: Regency GP LLC, its general partner

Date: June 18, 2014

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

**EXHIBIT INDEX**

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