
**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): September 11, 2018

ENERGY TRANSFER PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-31219
(Commission
File Number)

73-1493906
(I.R.S. Employer
Identification No.)

8111 Westchester Drive, Suite 600
Dallas, Texas 75225
(Address of principal executive office) (Zip Code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On September 11, 2018, Energy Transfer Equity, L.P. (“ETE”) and Energy Transfer Partners, L.P. (“ETP”) issued a joint press release announcing that ETE’s Registration Statement on Form S-4 has been declared effective by the Securities and Exchange Commission (“SEC”) as of September 7, 2018, and that ETP has filed a definitive proxy statement/prospectus (the “proxy statement/prospectus”) with the SEC for the special meeting of its common unitholders to vote on the previously announced merger transaction between ETE and ETP. A copy of this press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached exhibit shall be deemed to be “furnished” and shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Item 8.01 Other Events.

As disclosed in a Form 4 filed on September 10, 2018, on September 7, 2018 and September 10, 2018, Kelcy L. Warren, the Chairman and Chief Executive Officer of Energy Transfer Partners, L.L.C., the general partner of the general partner of ETP, acquired an aggregate of 2,000,000 common units representing limited partner interests in ETP (“ETP common units”), resulting in Mr. Warren directly owning 4,287,442 ETP common units. The proxy statement/prospectus does not reflect Mr. Warren’s recent acquisition of these 2,000,000 ETP common units.

After giving effect to Mr. Warren’s acquisition of additional ETP common units, as of September 10, 2018, ETP’s directors and executive officers and their affiliates (excluding ETE and its subsidiaries) beneficially owned and had the right to vote 4,877,020 ETP common units at the special meeting, which represent approximately 0.4% of the ETP common units entitled to vote at the special meeting. Additionally, ETE’s directors and executive officers and their affiliates (including ETE and its subsidiaries) beneficially owned and had the right to vote 32,839,241 ETP common units at the special meeting, which represent approximately 2.8% of the ETP common units entitled to vote at the special meeting.

Additional Information and Where to Find It

SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS. These documents, and any other documents filed by ETP or ETE with the SEC, may be obtained free of charge at the SEC’s website, at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of ETP or ETE at: 8111 Westchester Drive, Dallas, TX 75225, Attention: Investor Relations, Email: InvestorRelations@energytransfer.com.

Participants in the Solicitation

ETE, ETP and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed merger. Information regarding the directors and executive officers of ETE is contained in ETE’s Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 23, 2018. Information regarding the directors and executive officers of ETP is contained in ETP’s Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 23, 2018. Additional information regarding the interests of participants in the solicitation of proxies in connection with the proposed merger are included in the proxy statement/prospectus.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint Press Release, dated September 11, 2018.

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: September 12, 2018

By: /s/ Thomas E. Long

Name: Thomas E. Long

Title: Chief Financial Officer



Energy Transfer Equity and Energy Transfer Partners Announce Form S-4 Registration Statement Declared Effective by SEC

DALLAS, TX—September 11, 2018—**Energy Transfer Equity, L.P. (NYSE: ETE)** and **Energy Transfer Partners, L.P. (NYSE: ETP)** today announced that ETE's Registration Statement on Form S-4 relating to the previously announced merger transaction between ETE and ETP has been declared effective as of September 7, 2018 by the Securities and Exchange Commission ("SEC"), and that ETP has filed a definitive proxy statement with the SEC for the special meeting of its unitholders to vote on the merger.

The special meeting of ETP unitholders will be held on October 18, 2018, at 10:00 a.m. local time, at Hilton Dallas Park Cities Hotel, 5954 Luther Lane, Dallas, Texas 75225. All ETP common unitholders of record as of the close of business on September 10, 2018, which is the record date for the special meeting, will be entitled to vote their common units. The approval of the proposal to adopt the merger agreement requires the affirmative vote of holders of at least a majority of the outstanding ETP common units held by unaffiliated ETP common unitholders, and as such, not voting will have the same effect as a vote against the merger.

Pursuant to the terms of the merger agreement, upon completion of the merger, ETP unitholders will receive 1.28 common units of ETE for each common unit of ETP they own.

ETE and ETP expect the transaction to close in October 2018, subject to certain closing conditions under the terms of the merger agreement, including receipt of the required approval by ETP's unitholders and the satisfaction of other customary closing conditions.

Important information about the merger and the special meeting of ETP unitholders is included in the proxy statement/prospectus, which has been filed with the SEC and which will be mailed on or about September 11, 2018 to all ETP unitholders as of the record date. ETP unitholders whose ETP common units are held in "street name" by a bank, broker or other nominee will receive instructions from the bank, broker or other nominee that they must follow in order to have their ETP common units voted. Most brokers offer the ability for unitholders to submit voting instructions by mail by completing a voting instruction card, by telephone and via the internet. Any unitholders holding ETP common units in "street name" should instruct their bank, broker or other nominee to vote their common units as soon as practicable to ensure that such common units are voted in the transaction.

ETP common unitholders who have questions about the merger or the special meeting, or desire additional copies of the proxy statement/prospectus or additional proxy cards or voting instruction forms should contact MacKenzie Partners, Inc., ETP's proxy solicitor, at: MacKenzie Partners, Inc., Toll free: (800) 322-2885, Collect: (212) 929-5500.

About the Partnerships

Energy Transfer Equity, L.P. (NYSE:ETE) is a master limited partnership that owns the general partner and 100% of the incentive distribution rights (IDRs) of Energy Transfer Partners, L.P. (NYSE: ETP) and Sunoco LP (NYSE: SUN). ETE also owns Lake Charles LNG Company and the general partner of USA Compression Partners, LP (NYSE: USAC). On a consolidated basis, ETE's family of companies owns and operates a diverse portfolio of natural gas, natural gas liquids, crude oil and refined products assets, as well as retail and wholesale motor fuel operations and LNG terminalling.

Energy Transfer Partners, L.P. (NYSE: ETP) is a master limited partnership that owns and operates one of the largest and most diversified portfolios of energy assets in the United States. Strategically positioned in all of the major U.S. production basins, ETP owns and operates a geographically diverse portfolio of complementary natural gas midstream, intrastate and interstate transportation and storage assets; crude oil, natural gas liquids (NGL) and refined product transportation and terminalling assets; NGL fractionation; and various acquisition and marketing assets. ETP's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE).

Forward-Looking Statements

This press release includes "forward-looking" statements. Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as "anticipate," "believe," "intend," "project," "plan," "expect," "continue," "estimate," "goal," "forecast," "may" or similar expressions help identify forward-looking statements. ETE and ETP cannot give any assurance that expectations and projections about future events will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. These risks and uncertainties include the risks that the proposed transaction may not be consummated or the benefits contemplated therefrom may not be realized. Additional risks include: the ability to obtain ETP unitholder approval and the satisfaction of the other conditions to the consummation of the proposed transaction, the potential impact of the consummation of the proposed transaction on relationships, including with employees, suppliers, customers, competitors and credit rating agencies, and the ability to achieve revenue, DCF and EBITDA growth, and volatility in the price of oil, natural gas, and natural gas liquids. Actual results and outcomes may differ materially from those expressed in such forward-looking statements. These and other risks and uncertainties are discussed in more detail in filings made by ETE and ETP with the SEC, which are available to the public. ETE and ETP undertake no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

ETE has filed with the SEC a registration statement on Form S-4, which includes a proxy statement of ETP that also constitutes a prospectus of ETE (the "proxy statement/prospectus"). The registration statement on Form S-4 was declared effective by the SEC on September 7, 2018, and the definitive proxy statement/prospectus will be delivered to ETP common unitholders of record as of September 10, 2018. SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS CAREFULLY. These documents and any other documents filed by ETE or ETP with the SEC may be obtained free of charge at the SEC's website, at www.sec.gov. In addition, investors and security holders may obtain free copies of the proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of ETE or ETP at: 8111 Westchester Drive, Dallas, TX 75225, Attention: Investor Relations, Email: InvestorRelations@energytransfer.com.

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The information contained in this press release is available on our website at energytransfer.com.

Contacts

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