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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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, 2012**

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**ENERGY TRANSFER EQUITY, L.P.**

(Exact name of Registrant as specified in its charter)

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

**001-32740**  
(Commission  
File Number)

**30-0108820**  
(IRS Employer  
Identification Number)

**3738 Oak Lawn  
Dallas, Texas 75219**  
(Address of principal executive offices, including zip code)

**(214) 981-0700**  
(Registrant's telephone number, including area code)

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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 7.01. Regulation FD Disclosure.**

On June 18, 2012, Energy Transfer Partners, L.P. (“ETP”) and Energy Transfer Equity, L.P. (“ETE”) issued a joint press release announcing that ETE plans to drop down its interest in Southern Union Company (“SUG”) into an ETP-controlled entity, which will also include assets to be acquired in the recently announced merger between Sunoco, Inc. (“Sunoco”) and ETP.

Concurrent with the closing of the Sunoco merger, ETE will contribute its interest in SUG into an ETP-controlled entity in exchange for a sixty percent (60%) equity interest in a newly formed entity, ETP Holdco Corporation (“HoldCo”). In conjunction with ETE’s contribution, ETP will contribute its interest in Sunoco to HoldCo and will retain a forty percent (40%) equity interest in HoldCo. Prior to the contribution of Sunoco to HoldCo, Sunoco’s interests in Sunoco Logistics Partners L.P. (“SXL”) will be transferred to ETP.

Copies of the joint press release and an informational presentation regarding the transactions discussed hereunder are furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibits 99.1 and Exhibit 99.2 is deemed to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**Item 8.01. Other Events.**

To the extent required, the information included in Item 7.01 of this Form 8-K is incorporated into this Item 8.01.

**Item 9.01 Exhibits and Financial Statements**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint Press Release of Energy Transfer Equity, L.P. and Energy Transfer Partners, L.P. dated June 18, 2012.
99.2	Investor Presentation dated June 18, 2012.

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

In connection with the proposed business combination transaction between ETP and Sunoco, ETP plans to file with the U.S. Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 that will contain a proxy statement/prospectus to be mailed to the Sunoco shareholders in connection with the proposed transaction. THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS WILL CONTAIN IMPORTANT INFORMATION ABOUT ETP, ETE, SUNOCO, THE PROPOSED TRANSACTION AND RELATED MATTERS. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY/PROSPECTUS CAREFULLY WHEN THEY BECOME AVAILABLE. Investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus and other documents filed with the SEC by ETP and Sunoco through the web site maintained by the SEC at [www.sec.gov](http://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 Sunoco at the following:

Energy Transfer Partners, L.P.  
3738 Oak Lawn Ave.  
Dallas, TX 75219  
Attention: Investor Relations  
Phone: (214) 981-0795  
Email: [InvestorRelations@energytransfer.com](mailto:InvestorRelations@energytransfer.com)

Sunoco, Inc.  
1818 Market Street, Suite 1500  
Philadelphia, PA 19103  
Attention: Investor Relations  
Phone: (215) 977-6764  
Email: [SunocoIR@sunocoinc.com](mailto:SunocoIR@sunocoinc.com)

## **PARTICIPANTS IN THE SOLICITATION**

ETE, ETP and Sunoco, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the proposed transactions contemplated by the merger agreement. Information regarding directors and executive officers of ETE's general partner is contained in ETE's Form 10-K for the year ended December 31, 2011, which has been filed with the SEC. Information regarding directors and executive officers of ETP's general partner is contained in ETP's Form 10-K for the year ended December 31, 2011, which has been filed with the SEC. Information regarding Sunoco's directors and executive officers is contained in Sunoco's definitive proxy statement dated March 16, 2012, which is filed with the SEC. A more complete description will be available in the registration statement and the proxy statement/prospectus.

## **SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS**

Statements in this document regarding the proposed transaction between ETP and Sunoco, the expected timetable for completing the proposed transactions, future financial and operating results, benefits and synergies of the proposed transaction, future opportunities for the combined company, and any other statements about ETP, ETE, SUG, SXL or Sunoco managements' future expectations, beliefs, goals, plans or prospects constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "anticipates," "expects," estimates and similar expressions) should also be considered to be forward looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward looking statements, including: the ability to consummate the proposed transaction; the ability to obtain the requisite regulatory approvals, Sunoco shareholder approval and the satisfaction of other conditions to consummation of the transaction; the ability of ETP to successfully integrate Sunoco's and SUG's operations and employees; the ability to realize anticipated synergies and cost savings; the potential impact of announcement of the transaction or consummation of the transaction on relationships, including with employees, suppliers, customers and competitors; the ability to achieve revenue growth; national, international, regional and local economic, competitive and regulatory conditions and developments; technological developments; capital and credit markets conditions; inflation rates; interest rates; the political and economic stability of oil producing nations; energy markets, including changes in the price of certain commodities; weather conditions; environmental conditions; business and regulatory or legal decisions; the pace of deregulation of retail natural gas and electricity and certain agricultural products; the timing and success of business development efforts; terrorism; and the other factors described in the Annual Reports on Form 10-K for the year ended December 31, 2011 filed with the SEC by ETP, ETE, SUG, SXL and Sunoco. ETP, ETE, SUG, SXL and Sunoco disclaim any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this document.

**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 Equity, L.P.**

By: LE GP, LLC,  
its general partner

Date: June 18, 2012

By: /s/ John W. McReynolds  
John W. McReynolds  
President and Chief Financial Officer

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**EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint Press Release of Energy Transfer Equity, L.P. and Energy Transfer Partners, L.P. dated June 18, 2012.
99.2	Investor Presentation dated June 18, 2012.



### ETE and ETP Announce Plans to Drop Down Southern Union Assets into ETP-Controlled Entity

- Improves operational efficiencies and increases transparency to investors
- Will be implemented concurrent with closing of Sunoco transaction
- No effect on Sunoco merger timing or consideration

**June 18, 2012 (DALLAS, TX)** – Energy Transfer Equity, L.P. (NYSE:ETE) and Energy Transfer Partners, L.P. (NYSE:ETP) announced today that ETE plans to drop down its interest in Southern Union Company (SUG) into an ETP-controlled entity, which will also include assets to be acquired in the recently announced merger between Sunoco, Inc. (NYSE:SUN) and ETP.

Concurrent with the closing of the Sunoco merger, ETE will contribute its interest in SUG into an ETP-controlled entity in exchange for a 60 percent equity interest in the new entity, to be called ETP Holdco Corporation (HoldCo). In conjunction with ETE's contribution, ETP will contribute its interest in Sunoco to HoldCo and will retain a 40 percent equity interest in HoldCo. Prior to the contribution of Sunoco to HoldCo, Sunoco's interests in Sunoco Logistics Partners L.P. (NYSE:SXL) will be transferred to ETP.

"Through this transaction, we resolve the timing of ETE's drop-down of the SUG assets, without the need for external equity or debt financing, and will enhance distribution growth prospects at both ETE and ETP," said Kelcy Warren, ETE chairman of the board. "Furthermore, this new entity will increase ETP's scale of operations and its ability to serve more customers in the rapidly expanding midstream marketplace."

The transaction has been approved by the boards of directors of ETE's general partner and ETP's general partner and will not require the approval of Sunoco's board. In addition, Energy Transfer has reviewed its plans with all three credit rating agencies and believes that the new structure enhances the overall credit profile of ETE, ETP and SUG and furthers ETP's commitment to maintaining investment grade credit ratings. The transaction will not require ETE or ETP unitholder approval and no regulatory issues are expected.

Additional information concerning this announcement can be found in Current Reports on Form 8-K filed with the Securities and Exchange Commission today by both ETE and ETP.

Wells Fargo Securities, LLC acted as financial advisor to ETP, while Latham & Watkins LLP and Bingham McCutchen LLP acted as legal counsel. Evercore Partners acted as financial advisor to the ETP conflicts committee, while Morris, Nichols, Arsht & Tunnell LLP acted as legal counsel. RBS Securities, Inc. acted as financial advisor to the ETE conflicts committee and the ETE special committee, while Potter Anderson & Corroon LLP acted as legal counsel. Vinson & Elkins L.L.P. acted as legal counsel to ETE.

**Energy Transfer Equity, L.P. (NYSE:ETE)** is a publicly traded partnership, which owns the general partner and 100 percent of the incentive distribution rights (IDRs) of Energy Transfer Partners, L.P. (NYSE:ETP) and approximately 52.4 million ETP limited partner units; and owns the general partner and 100 percent of the IDRs of Regency Energy Partners LP (NYSE:RGP) and approximately 26.3 million RGP limited partner units. ETE is also the parent of Southern Union Company. The ETE family of companies owns approximately 45,000 miles of natural gas and natural gas liquids pipelines. For more information, visit the Energy Transfer Equity, L.P. web site at [www.energytransfer.com](http://www.energytransfer.com).

**Energy Transfer Partners, L.P. (NYSE:ETP)** is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP has pipeline operations in Alabama, Arizona, Arkansas, Colorado, Florida, Louisiana, Mississippi, New Mexico, Utah and West Virginia and owns the largest intrastate pipeline system in Texas. ETP currently has natural gas operations that include approximately

23,500 miles of gathering and transportation pipelines, treating and processing assets, and three storage facilities located in Texas. ETP also holds a 70 percent interest in Lone Star NGL, a joint venture that owns and operates NGL storage, fractionation and transportation assets in Texas, Louisiana and Mississippi. ETP's general partner is owned by ETE. For more information, visit the Energy Transfer Partners, L.P. website at [www.energytransfer.com](http://www.energytransfer.com).

**Sunoco, Inc.** (NYSE: SUN) is a leading logistics and retail company. The company owns the general partner interest of Sunoco Logistics Partners L.P., which consists of a two percent ownership interest and incentive distribution rights, and owns a 32.4 percent interest in the Partnership's limited partner units. Sunoco Logistics Partners L.P. is an owner and operator of complementary pipeline, terminal and crude oil acquisition and marketing assets. Sunoco also has a network of approximately 4,900 retail locations in 23 states.

**Sunoco Logistics Partners L.P.** (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership that owns and operates a logistics business consisting of a geographically diverse portfolio of complementary pipeline, terminalling and crude oil acquisition and marketing assets. The Refined Products Pipelines consist of approximately 2,500 miles of refined products pipelines located in the northeast, midwest and southwest United States, and equity interests in four refined products pipelines. The Crude Oil Pipelines consist of approximately 5,400 miles of crude oil pipelines, located principally in Oklahoma and Texas. The Terminal Facilities consist of approximately 42 million shell barrels of refined products and crude oil terminal capacity (including approximately 22 million shell barrels of capacity at the Nederland Terminal on the Gulf Coast of Texas and approximately 5 million shell barrels of capacity at the Eagle Point terminal on the banks of the Delaware River in New Jersey). The Crude Oil Acquisition and Marketing business involves the acquisition and marketing of crude oil and is principally conducted in Oklahoma and Texas and consists of approximately 190 crude oil transport trucks and approximately 120 crude oil truck unloading facilities.

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In connection with the proposed business combination transaction between Energy Transfer Partners, L.P. ("ETP") and Sunoco, Inc. ("Sunoco"), ETP plans to file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will contain a proxy statement/prospectus to be mailed to the Sunoco shareholders in connection with the proposed transaction. **THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS WILL CONTAIN IMPORTANT INFORMATION ABOUT ETP, SUNOCO, THE PROPOSED TRANSACTION AND RELATED MATTERS. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS CAREFULLY WHEN THEY BECOME AVAILABLE.** Investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus and other documents filed with the SEC by ETP and Sunoco through the web site maintained by the SEC at [www.sec.gov](http://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 Sunoco at the following:

Energy Transfer Partners, L.P.

3738 Oak Lawn Ave.

Dallas, TX 75219

Attention: Investor Relations

Phone: (214) 981-0795

E-mail: [InvestorRelations@energytransfer.com](mailto:InvestorRelations@energytransfer.com)

Sunoco, Inc.

1818 Market Street, Suite 1500

Philadelphia, PA 19103

Attention: Investor Relations

Phone: (215) 977-6764

E-mail: [SunocoIR@sunocoinc.com](mailto:SunocoIR@sunocoinc.com)

#### **PARTICIPANTS IN THE SOLICITATION**

ETP and Sunoco, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the proposed transactions contemplated by the merger agreement. Information regarding directors and executive officers of ETP's general partner is contained in ETP's Form 10-K for the year ended December 31, 2011, which has been filed with the SEC. Information regarding Sunoco's directors and executive officers is contained in Sunoco's definitive proxy statement dated March 16, 2012, which is filed with the SEC. A more complete description will be available in the registration statement and the proxy statement/prospectus.

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### **Contact Details**

For Energy Transfer:

Brent Ratliff (investors): 214-981-0700

Mark Palmer (media): 214-254-3790

Vicki Granado (media): 214-599-8785

##





**ETP HoldCo Corp.**

June 18, 2012



# Forward Looking Statements



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Sunoco, Inc.  
1818 Market Street, Suite 1500  
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## Overview of ETP HoldCo Transaction



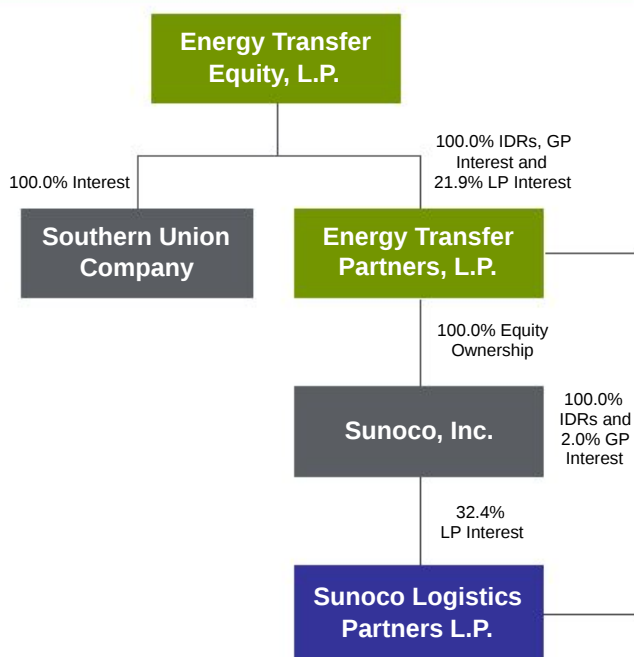
- Energy Transfer Equity, L.P. (“ETE”) and Energy Transfer Partners, L.P. (“ETP”) will combine the businesses of Southern Union Company (“SUG”) and Sunoco, Inc. (“SUN”) under an ETP-controlled entity, ETP HoldCo Corporation (“ETP HoldCo”)
  - ETE will contribute SUG in exchange for a 60% equity interest
  - ETP will contribute SUN in exchange for a 40% equity interest
    - Prior to the contribution of SUN to ETP HoldCo, SUN’s interests in Sunoco Logistics Partners L.P. (“SXL”) will be transferred to ETP
  - ETP will control ETP HoldCo through a majority of Board seats
  
- The ETP HoldCo transaction will be completed concurrently with the SUN acquisition, expected to close in the third or fourth quarter of this year
  
- Resolves timing of ETE’s dropdown of the SUG assets without the need for external equity or debt financing.
  
- Simplifies organizational structure by combining SUG and SUN under a single ETP-controlled entity
  - Improves transparency to investors and analysts as SUG and SUN businesses will be consolidated under ETP for financial reporting purposes
  - Allows for more efficient commercial management and incremental commercial and operational synergies
  - Enhances distribution growth prospects at both ETE and ETP



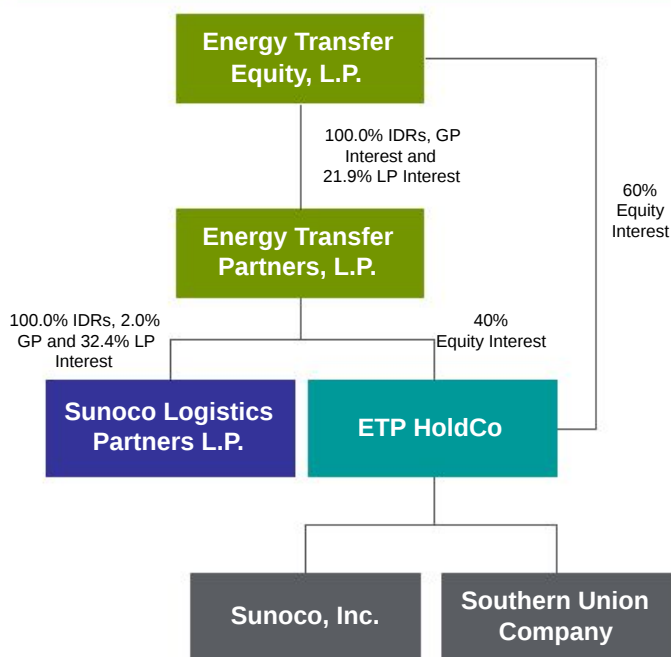
# Pro Forma Organizational Structure



## Previously Announced Structure

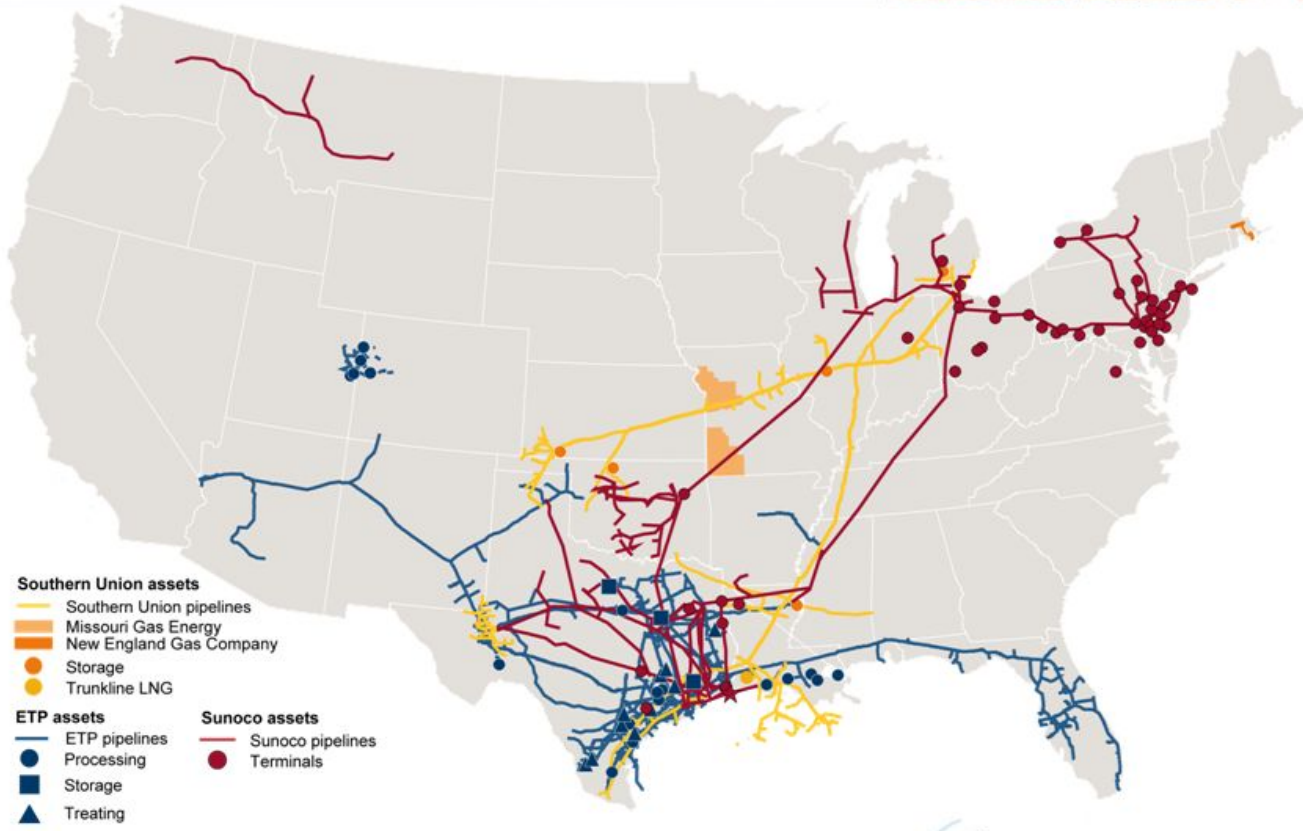


## Pro Forma ETP HoldCo Structure



Note: Excludes ETE's interests in Regency Energy Partners LP

# Pro Forma ETP Combined Asset Footprint



Note: Excludes Sunoco's retail marketing outlets

# Pro Forma ETP – Significant Size and Scale



## Summary Asset Overview

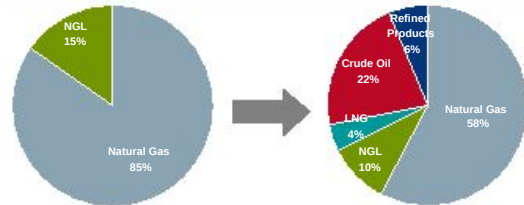
	Status Quo ETP	SUN & SXL	SUG	Pro Forma ETP
<b>Pipelines (miles):</b>				
Natural Gas	24,294	-	15,700	39,994
Natural Gas Distribution (LDCs)	-	-	15,173	15,173
NGL	2,110	40	-	2,150
Crude Oil	-	5,400	-	5,400
Refined Products	-	2,500	-	2,500
<b>Total</b>	<b>26,404</b>	<b>7,940</b>	<b>30,873</b>	<b>65,217</b>
<b>Operating Metrics:</b>				
Natural Gas Throughput (Bcfd)	23	-	6	28
NGL Throughput (Mbbpd)	677	107	-	784
LNG Throughput (Bcfd)	-	-	2	2
Crude Oil Throughput (Mbbpd)	-	1,747	-	1,747
Refined Products Throughput (Mbbpd)	-	522	-	522
Natural Gas Processing Capacity (MMcfd)	2,942	-	475	3,417
Natural Gas Treating Capacity (MMcfd)	1,985	-	585	2,570
Natural Gas Conditioning Capacity (MMcfd)	846	-	-	846
NGL Processing Capacity (Mbbpd)	251	-	-	251
Natural Gas Storage (Bcf)	74	-	101	176
NGL Storage (Mbbbl)	47,000	1,000	-	48,000
LNG Storage Capacity (Bcf)	-	-	9	9
Crude Oil Storage (Mbbbl)	-	25,000	-	25,000
Refined Products Storage (Mbbbl)	-	16,000	-	16,000
<b>Facilities:</b>				
Natural Gas Storage Facilities	3	-	6	9
NGL Storage Facilities	2	1	-	3
Crude Oil Storage Facilities	-	4	-	4
Refined Products Storage Facilities	-	44	-	44
Natural Gas Process., Treat., Cond. Facilities	35	-	10	45
NGL Processing Facilities	4	-	-	4
Retail Marketing Outlets	-	4,900	-	4,900

Note: Joint venture assets shown on consolidated basis; includes projects under construction

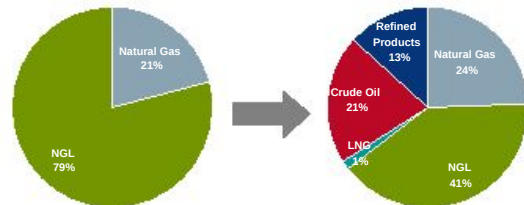
## Pipeline Mileage



## Throughput\*



## Storage Capacity\*



\* Throughput and storage capacity converted on a 6:1 Mcf:Bbl basis



ENERGY TRANSFER