

Energy Transfer Partners, L.P.  
Form 8-K  
January 26, 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  
January 26, 2009 (January 22, 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)  
3738 Oak Lawn Avenue  
Dallas, TX 75219  
(Address of principal executive offices)  
(214) 981-0700**

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

**(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 January 22, 2009, Energy Transfer Partners, L.P. (the Partnership ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated, UBS Securities LLC and Wachovia Capital Markets, LLC, as joint book-running managers and representatives of the several underwriters named therein (the Underwriters ), pursuant to which the Partnership sold 6,000,000 units representing limited partner interests in the Partnership (the Units ) at a price of \$34.05 per Unit (\$32.66 per Unit, net of underwriting discount). Pursuant to the Underwriting Agreement, the Partnership granted the Underwriters a 30-day option to purchase up to an additional 900,000 Units on the same terms as those Units sold by the Partnership. The Units 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 January 22, 2009 relating to the Units, filed with the Securities and Exchange Commission ( Commission ) pursuant to Rule 424(b) of the Securities Act on January 22, 2009. Closing of the sale of the Units is scheduled for January 27, 2009.

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 as Exhibit 1.1 hereto.

**Item 7.01. Regulation FD Disclosure.**

On January 22, 2009, the Partnership issued a press release announcing that it had priced the offering of 6,000,000 Units. A copy of the press release is furnished as Exhibit 99.1 hereto 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 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

**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 Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act.

**Exhibit**

**Number Description of the Exhibit**

Exhibit 1.1 Underwriting Agreement, dated January 22, 2009 by and among the Partnership and the Underwriters.

Exhibit 5.1 Opinion of Vinson & Elkins L.L.P. as to the legality of the Units.

Exhibit 8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.

Exhibit 23.1 Consent of Vinson & Elkins L.L.P. (included in its opinions filed in Exhibits 5.1 and 8.1).

Exhibit 99.1 Energy Transfer Partners, L.P. Press Release, dated January 22, 2009.

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**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: January 26, 2009

/s/ Martin Salinas

Martin Salinas  
Chief Financial Officer