

ENERGY PARTNERS LTD
Form SC 14D9/A
September 18, 2006

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 14D-9/A

Solicitation/Recommendation Statement under
Section 14(d)(4) of the Securities Exchange Act of 1934

Amendment No. 1

ENERGY PARTNERS, LTD.
(Name of Subject Company)

ENERGY PARTNERS, LTD.
(Name of Person(s) Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

29270U105
(CUSIP Number of Class of Securities)

John H. Peper
Executive Vice President,
General Counsel and Corporate Secretary
Energy Partners, Ltd.
201 St. Charles Avenue, Suite 3400
New Orleans, Louisiana 70170
(504) 569-1875

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of the Person(s) Filing Statement)

With Copies to:

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oCheck the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 (this "Amendment") amends and supplements the Solicitation / Recommendation Statement on Schedule 14D-9 filed on September 14, 2006 (as so amended, the "Schedule 14D-9"), by Energy Partners, Ltd., a Delaware corporation (the "Company" or "EPL").

The purpose of this amendment is to amend and supplement Item 9 of the Schedule 14D-9 to add an additional Exhibit and to revise the Exhibit Index accordingly. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule 14D-9.

Item 9. Exhibits

Item 9 of the Schedule 14D-9 is amended and supplemented by adding the following:

- (e)(18) Rights Agreement, dated as of September 14, 2006, between the Company and Mellon Investor Services LLC, as Rights Agent (incorporated by reference to Form 8-A filed September 14, 2006).
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

ENERGY PARTNERS,
LTD.

By: /s/ John H. Peper

Name: John H.

Peper

Title: Executive

Vice President, General

Counsel and

Corporate Secretary

Dated: September 15, 2006