

Regency Energy Partners LP
Form SC 13D/A
July 10, 2014

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 4)

REGENCY ENERGY PARTNERS LP

(Name of issuer)

Common Units

(Title of class of securities)

75885Y 10 7

(CUSIP number)

John W. McReynolds

Energy Transfer Equity, L.P.

3738 Oak Lawn Ave.

Dallas, Texas 75219

(214) 981-0700

(Name, address and telephone number of person authorized to receive notices and communications)

July 1, 2014

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box: "

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1. Name of Reporting Person; S.S. or IRS Identification

Energy Transfer Equity, L.P.

30-0108820

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

reporting 88,529,775
9. Sole dispositive power

person

with 0

10. Shared dispositive power

88,529,775

11. Aggregate amount beneficially owned by each reporting person

88,529,775¹

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

22.3%²

14. Type of reporting person

PN

¹ The Reporting Person also beneficially owns 6,274,483 Class F Common Units, which vote as a single class with the Common Units other than with respect to matters adversely affecting any rights, preferences and privileges of the Class F Common Units.

² Based on 396,814,714 Common Units outstanding on July 1, 2014

1. Name of Reporting Person; S.S. or IRS Identification

LE GP, LLC

27-0030188

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

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shares

beneficially 0

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owned by

each

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with 0

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11. Aggregate amount beneficially owned by each reporting person

88,529,775¹

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

22.3%²

14. Type of reporting person

OO (Limited Liability Company)

¹ The Reporting Person also beneficially owns 6,274,483 Class F Common Units, which vote as a single class with the Common Units other than with respect to matters adversely affecting any rights, preferences and privileges of the Class F Common Units.

² Based on 396,814,714 Common Units outstanding on July 1, 2014

1. Name of Reporting Person; S.S. or IRS Identification

Kelcy L. Warren

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

United States of America

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

88,529,775

9. Sole dispositive power

reporting

person

0

with

10. Shared dispositive power

88,529,775

11. Aggregate amount beneficially owned by each reporting person

88,529,775¹

12. Check box if the aggregate amount in Row 11 excludes certain shares "

13. Percent of class represented by amount in Row 11

22.3%²

14. Type of reporting person

IN

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² Based on 396,814,714 Common Units outstanding on July 1, 2014

1. Name of Reporting Person; S.S. or IRS Identification

ETE Common Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

0

beneficially

8. Shared voting power

owned by

each

30,890,565

9. Sole dispositive power

reporting

person

0

with

10. Shared dispositive power

30,890,565

11. Aggregate amount beneficially owned by each reporting person

30,890,565¹

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

7.8%²

14. Type of reporting person

IN

¹ Based on 396,814,714 Common Units outstanding on July 1, 2014

1. Name of Reporting Person; S.S. or IRS Identification

Energy Transfer Partners, L.P.

73-1493906

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

31,372,419

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

31,372,419

11. Aggregate amount beneficially owned by each reporting person

31,372,419¹

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

7.9%²

14. Type of reporting person

PN

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² Based on 396,814,714 Common Units outstanding on July 1, 2014

1. Name of Reporting Person; S.S. or IRS Identification

Heritage ETC, L.P.

20-0660759

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

shares

beneficially 0

8. Shared voting power

owned by

each

31,372,419

reporting 9. Sole dispositive power

person

with 0

10. Shared dispositive power

31,372,419

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1. Name of Reporting Person; S.S. or IRS Identification

Heritage ETC GP, L.L.C.

26-2124572

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6. Citizenship or place of organization

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Number of 7. Sole voting power

shares

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each

31,372,419

reporting 9. Sole dispositive power

person

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Energy Transfer Partners GP, L.P.

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(a) (b)

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4. Source of funds

OO

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Number of

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person

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(a) (b)

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4. Source of funds

OO