Energy Transfer Partners, L.P. Form 8-K March 05, 2014

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

March 3, 2014

Date of Report (Date of earliest event reported)

ENERGY TRANSFER PARTNERS, L.P.

(Exact name of Registrant as specified in its charter)

Delaware 1-11727 73-1493906
(State or other jurisdiction (Commission (IRS Employer of incorporation) File Number) Identification Number)

3738 Oak Lawn Avenue Dallas, TX 75219 (Address of principal executive offices)

(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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 3, 2014, Energy Transfer Partners, L.P. (the "Partnership") adopted Amendment No. 7 to the Second Amended and Restated Agreement of Limited Partnership in order to make certain changes necessary to amend tax allocation provisions related to the Partnership's Class E Units and Class G Units in order to comply with certain Treasury Regulations, and to make various other technical changes to update the agreement.

A copy of Amendment No. 7 to the Second Amended and Restated Agreement of Limited Partnership is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 4.1

Exhibit Number Description of the Exhibit

Amendment No. 7, dated March 3, 2014, to the Second Amended and Restated Agreement of

Limited Partnership of Energy Transfer Partners, L.P., dated July 28, 2009.

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: March 4, 2014

/s/ Martin Salinas, Jr.

Martin Salinas, Jr.

Chief Financial Officer

Exhibit Index

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