

ENTERPRISE PRODUCTS PARTNERS L P  
Form 424B5  
August 10, 2015  
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**Filed Pursuant to Rule 424(b)(5)**  
**Registration No. 333-205417**

**PROSPECTUS SUPPLEMENT**

(To Prospectus dated August 3, 2015)

**Enterprise Products Partners L.P.**

**\$1,924,620,135.83 of Common Units**

This prospectus supplement and the accompanying prospectus relate to the offer and sale from time to time of common units representing limited partner interests in Enterprise Products Partners L.P. having an aggregate offering price of up to \$1,924,620,135.83 through the sales agents named in this prospectus supplement.

Our common units to which this prospectus supplement relates generally will be offered and sold through one or more of the sales agents over a period of time and from time to time in transactions at then-current prices, pursuant to an equity distribution agreement between us and the sales agents that has been filed with the Securities and Exchange Commission as an exhibit to a Current Report on Form 8-K. Accordingly, an indeterminate number of our common units will be sold up to the number of common units that will result in the receipt of gross proceeds of \$1,924,620,135.83. The compensation of each of the sales agents for sales of the common units will be fixed at a commission rate of up to 2.0% of the gross sales price per unit. The common units to which this prospectus supplement relates will be sold through only one sales agent on any given day.

Under the terms of the equity distribution agreement, we also may sell common units to any sales agent as principal for its own account at a price agreed upon at the time of the sale. If we sell common units to any such sales agent as principal, we will enter into a separate terms agreement with such sales agent, and we will describe that agreement in a separate prospectus supplement or pricing supplement.

The net proceeds we receive from any sales under this prospectus supplement will be the gross proceeds received from such sales less the commissions and any other costs we may incur in offering the common units. See "Use of Proceeds and Plan of Distribution" for further information.

Our common units trade on the New York Stock Exchange ( NYSE ) under the ticker symbol EPD. The last reported sales price of our common units on the NYSE on August 10, 2015 was \$27.65 per unit.

Investing in our common units involves risk. See Risk Factors beginning on page S-3 of this prospectus supplement and on page 2 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Citigroup  
BofA Merrill Lynch  
Barclays  
Credit Suisse  
Deutsche Bank Securities  
DNB Markets  
Jefferies  
J.P. Morgan  
Mitsubishi UFJ Securities  
Mizuho Securities  
Morgan Stanley  
Raymond James  
RBC Capital Markets  
Scotia Howard Weil  
SMBC Nikko  
SunTrust Robinson Humphrey  
UBS Investment Bank  
U.S. Capital Advisors  
Wells Fargo Securities

The date of this prospectus supplement is August 10, 2015.

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**Important Notice About Information in This**

**Prospectus Supplement and the Accompanying Prospectus**

This document is in two parts. The first part is this prospectus supplement, which describes the specific details of this offering of our common units. The second part, the accompanying prospectus, provides more general information regarding our common units, which may not apply to this offering of common units. Generally, when we refer to the prospectus in this prospectus supplement we are referring to both parts combined. If the information varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

**You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus prepared by us or on our behalf. We have not, and the sales agents have not, authorized anyone to provide you with additional or different information. You should not rely on any different or inconsistent information provided by others. We are not making an offer to sell our common units in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement or that any information we have incorporated by reference is accurate as of any date other than the date such document was filed with the Securities and Exchange Commission. Our business, financial condition, results of operations and prospects may have changed since these dates.**

You should carefully read this prospectus supplement and the accompanying prospectus, including the information incorporated by reference, before you invest. None of Enterprise Products Partners L.P., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., DNB Markets, Inc., Jefferies LLC, J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc., Mizuho Securities USA Inc., Morgan Stanley & Co. LLC, Raymond James & Associates, Inc., RBC Capital Markets, LLC, Scotia Capital (USA) Inc., SMBC Nikko Securities America, Inc., SunTrust Robinson Humphrey, Inc., UBS Securities LLC, USCA Securities LLC or Wells Fargo Securities, LLC, or any of their respective representatives make any representation to you regarding the legality of an investment in our common units by you under applicable laws. You should consult with your own advisors as to the legal, tax, business, financial and related aspects of an investment in our common units.

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**SUMMARY**

*This summary highlights information from this prospectus supplement and the accompanying prospectus to help you understand our business and common units. It does not contain all of the information that is important to you. You should read carefully the entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of this offering and our business. You should read Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2014 and any subsequent quarterly reports on Form 10-Q incorporated herein by reference for more information about important risks that you should consider before making a decision to purchase common units in this offering.*

*Our, we, us, the Partnership and Enterprise as used in this prospectus supplement and the accompanying prospectus refer to Enterprise Products Partners L.P., its wholly owned subsidiaries and Enterprise's investments in unconsolidated affiliates. References to EPO are intended to mean the consolidated business and operations of our primary operating subsidiary, Enterprise Products Operating LLC (successor to Enterprise Products Operating L.P.).*

**Enterprise Products Partners L.P.**

We are a leading North American provider of midstream energy services to producers and consumers of natural gas, natural gas liquids ( NGLs ), crude oil, petrochemicals and refined products. Our integrated midstream energy asset network links producers of natural gas, NGLs and crude oil from some of the largest supply basins in the United States, Canada and the Gulf of Mexico with domestic consumers and international markets.

We conduct substantially all of our business through EPO and are owned 100% by our limited partners from an economic perspective. Enterprise Products Holdings LLC, our general partner, manages our partnership and owns a non-economic general partner interest in us.

Our principal offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002, and our telephone number is (713) 381-6500.

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**The Offering**

<b>Common units offered</b>	Common units having an aggregate offering price of up to \$1,924,620,135.83.
<b>New York Stock Exchange symbol</b>	EPD
<b>Use of proceeds</b>	We intend to use the net proceeds from this offering, after deducting sales agents' commissions and our offering expenses, for general partnership purposes. Please read "Use of Proceeds."
<b>Risk factors</b>	Investing in our common units involves certain risks. You should carefully consider the risk factors discussed under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014, any subsequent quarterly reports on Form 10-Q and other information contained or incorporated by reference in this prospectus supplement before deciding to invest in our common units.

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**RISK FACTORS**

An investment in our common units involves certain risks. You should carefully consider the risks described under **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated herein by reference, and any subsequent quarterly reports on Form 10-Q incorporated herein by reference, as well as the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus before making an investment decision. If any of these risks were to materialize, our business, results of operations, cash flows and financial condition could be materially adversely affected. In that case, the trading price of our common units could decline, and you could lose part or all of your investment.

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**USE OF PROCEEDS**

We intend to use the net proceeds of this offering, after deducting the sales agents' commissions and our offering expenses, for general partnership purposes as described in the accompanying prospectus.

Affiliates of certain of the sales agents are lenders under EPO's multi-year revolving credit facility or its 364-day revolving credit agreement, or may hold EPO's commercial paper notes, and, accordingly, may receive a portion of the proceeds of this offering if we use any net proceeds of this offering to repay debt. In general, EPO's indebtedness under its multi-year revolving credit facility, its 364-day revolving credit agreement and its commercial paper program was incurred for working capital purposes, capital expenditures and other acquisitions. As of August 7, 2015, EPO had no borrowings outstanding under its multi-year revolving credit facility, which bears interest at a variable rate. Amounts borrowed under EPO's multi-year revolving credit facility mature in June 2018. As of August 7, 2015, EPO had no borrowings outstanding under its 364-day revolving credit agreement, which bears interest at a variable rate. Amounts borrowed under EPO's 364-day revolving credit agreement mature in September 2015, although EPO may elect to have the entire principal balance then outstanding under such agreement continued as non-revolving term loans for a period of one additional year, payable in September 2016. As of August 7, 2015, EPO had \$340.7 million in principal amount of short-term notes outstanding under its commercial paper program, which had a weighted-average maturity of 43 days, and the weighted-average interest rate on such commercial paper debt was approximately 0.545% per annum. For additional information, please read "Plan of Distribution" within this prospectus supplement.



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**MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES**

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. For a discussion of the principal federal income tax considerations associated with our operations and the purchase, ownership and disposition of our units, please read **Material U.S. Federal Income Tax Consequences** beginning on page 15 of the accompanying prospectus. Please also read the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2014 and any subsequent quarterly reports on Form 10-Q, as well as the other information contained in or incorporated by reference into this prospectus supplement for a discussion of the tax risks related to purchasing and owning our common units. You are urged to consult your own tax advisor about the federal, state, foreign and local tax consequences particular to your circumstances.

Ownership of units by tax-exempt entities, including employee benefit plans and individual retirement accounts (known as IRAs), and foreign investors raise issues unique to such persons. Please read **Material U.S. Federal Income Tax Consequences Tax-Exempt Organizations and Other Investors** beginning on page 26 of the accompanying prospectus.

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**PLAN OF DISTRIBUTION**

On August 10, 2015, we entered into an equity distribution agreement with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., DNB Markets, Inc., Jefferies LLC, J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc., Mizuho Securities USA Inc., Morgan Stanley & Co. LLC, Raymond James & Associates, Inc., RBC Capital Markets, LLC, Scotia Capital (USA) Inc., SMBC Nikko Securities America, Inc., SunTrust Robinson Humphrey, Inc., UBS Securities LLC, USCA Securities LLC and Wells Fargo Securities, LLC, as our sales agents (the sales agents ) pursuant to which our common units having an aggregate offering price of up to \$1,924,620,135.83 will be offered and sold over time and from time to time.

Pursuant to the equity distribution agreement, the sales agents will use their reasonable efforts to solicit offers to purchase our common units on any trading day or as otherwise agreed upon by us and a sales agent. From time to time, we will submit orders to a sales agent relating to our common units to be sold through such sales agent, which orders may specify any price, time or size limitations relating to any particular sale. We will submit orders to only one sales agent relating to the sale of our common units on any given day. We may instruct such sales agent not to sell our common units if the sales cannot be effected at or above a price designated by us in any such instruction. We or any sales agent may suspend an offering of our common units by notifying the other.

We will pay each sales agent a commission rate of up to 2.0% of the gross sales price per unit. The remaining sales proceeds, after deducting any expenses payable by us and any transaction fee imposed by any governmental or self-regulatory organization in connection with the sales, will equal our net proceeds for the sale of our common units.

Settlements for sales of our common units generally are anticipated to occur on the third trading day following the date on which any sales were made. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

Under the terms of the equity distribution agreement, we also may sell our common units to one or more of our sales agents as principal for their own account at a price agreed upon at the time of sale. If we sell common units to a sales agent as principal, we will enter into a separate terms agreement with the sales agent and we will describe that agreement in a separate prospectus supplement or pricing supplement.

Pursuant to the equity distribution agreement, we, EPO, our general partner and EPO's sole manager have agreed to provide indemnification and contribution to the sales agents against certain liabilities relating to the selling of our common units, including liabilities under the Securities Act of 1933, as amended. The sales agents may engage in transactions with or perform other services for us in the ordinary course of business.

Our common units offered hereby may be sold on the NYSE or any other trading market for our common units at market prices prevailing at the time of sale, at prices related to the prevailing market prices, or at negotiated prices.

In addition, if agreed by us and the relevant sales agent, some or all of our common units covered by this prospectus supplement may be sold through:

ordinary brokerage transactions and transactions in which a broker solicits purchasers;

purchases by a broker-dealer, as principal, and resale by the broker-dealer for its account; or

a block trade in which a broker-dealer will attempt to sell as agent, but may position or resell a portion of the block, as principal, in order to facilitate the transaction.

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To comply with the securities laws of certain jurisdictions, if applicable, our common units must be offered or sold only through registered or licensed brokers or dealers. In addition, in certain jurisdictions, our common units may not be offered or sold unless they have been registered or qualified for sale or an exemption is available and has been complied with.

All expenses of this offering will be paid by us. Such expenses include the SEC's filing fees and fees under state securities or "blue sky" laws.

In compliance with the guidelines of the Financial Industry Regulatory Authority, Inc., or FINRA, the maximum discount or commission to be received by any FINRA member or independent broker-dealer may not exceed 8% of the aggregate offering price of the common units offered pursuant to this prospectus supplement. Affiliates of certain of the sales agents are lenders under EPO's multi-year revolving credit facility or its 364-day revolving credit agreement, or may hold EPO's commercial paper notes and, accordingly, may receive a portion of the proceeds of this offering if we use any net proceeds of this offering to repay debt. Because FINRA views the common units offered hereby as interests in a direct participation program, this offering is being made in compliance with Rule 2310 of the FINRA rules.

If we or any of the sales agents have reason to believe that our common units are no longer an actively-traded security as defined under Rule 101(c)(1) of Regulation M under the Securities Exchange Act of 1934, as amended, that party will promptly notify the other and sales of common units pursuant to the equity distribution agreement or any terms agreement will be suspended until in our collective judgment that such regulations or other exemptive provisions have been satisfied.

The offering of common units pursuant to the equity distribution agreement will terminate upon the earlier of (i) the aggregate offering price of sales of our common units under the agreement totaling \$1,924,620,135.83 or (ii) the termination of the equity distribution agreement by either all of the sales agents or us.

## **Notice to Prospective Investors in the EEA**

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), other than Germany, with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), an offer of securities described in this prospectus may not be made to the public in that relevant member state other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 100 or, if the relevant member state has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive; provided that no such offer of securities shall require us or any sales agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For purposes of this provision, the expression an offer of securities to the public in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, as the expression may be varied in that member state by any measure implementing the Prospectus Directive in that member state, and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant member state), and includes any relevant implementing measure in each relevant member state. The expression 2010 PD Amending Directive means Directive 2010/73/EU.

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We have not authorized and do not authorize the making of any offer of securities through any financial intermediary on their behalf, other than offers made by the sales agents with a view to the final placement of the securities as contemplated in this prospectus. Accordingly, no purchaser of the securities, other than the sales agents, is authorized to make any further offer of the securities on behalf of us or the sales agents.

### **Notice to Prospective Investors in the United Kingdom**

Our partnership may constitute a collective investment scheme as defined by section 235 of the Financial Services and Markets Act 2000 (FSMA) that is not a recognised collective investment scheme for the purposes of FSMA (CIS) and that has not been authorised or otherwise approved. As an unregulated scheme, it cannot be marketed in the United Kingdom to the general public, except in accordance with FSMA. This prospectus is only being distributed in the United Kingdom to, and is only directed at:

- (1) if our partnership is a CIS and is marketed by a person who is an authorised person under FSMA, (a) investment professionals falling within Article 14(5) of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001, as amended (the CIS Promotion Order) or (b) high net worth companies and other persons falling within Article 22(2)(a) to (d) of the CIS Promotion Order; or
- (2) otherwise, if marketed by a person who is not an authorised person under FSMA, (a) persons who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Financial Promotion Order) or (b) Article 49(2)(a) to (d) of the Financial Promotion Order; and
- (3) in both cases (1) and (2) to any other person to whom it may otherwise lawfully be made (all such persons together being referred to as relevant persons ).

Our partnership's common units are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such common units will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

An invitation or inducement to engage in investment activity (within the meaning of Section 21 of FSMA) in connection with the issue or sale of any common units which are the subject of the offering contemplated by this prospectus will only be communicated or caused to be communicated in circumstances in which Section 21(1) of FSMA does not apply to our partnership.

### **Notice to Prospective Investors in Switzerland**

This prospectus is being communicated in Switzerland to a small number of selected investors only. Each copy of this prospectus is addressed to a specifically named recipient and may not be copied, reproduced, distributed or passed on to third parties. Our common units are not being offered to the public in Switzerland, and neither this prospectus, nor any other offering materials relating to our common units may be distributed in connection with any such public offering. We have not been registered with the Swiss Financial Market Supervisory Authority FINMA as a foreign collective investment scheme pursuant to Article 120 of the Collective Investment Schemes Act of June 23, 2006 (CISA). Accordingly, our common units may not be offered to the public in or from Switzerland, and neither this prospectus, nor any other offering materials relating to our common units may be made available through a public

offering in or from Switzerland. Our common units may only be offered and this prospectus may only be distributed in or from Switzerland by way of private placement exclusively to qualified investors (as this term is defined in the CISA and its implementing ordinance).

**Notice to Prospective Investors in Germany**

This document has not been prepared in accordance with the requirements for a securities or sales prospectus under the German Securities Prospectus Act (*Wertpapierprospektgesetz*), the German Sales

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Prospectus Act (*Verkaufsprospektgesetz*), or the German Investment Act (*Investmentgesetz*). Neither the German Federal Financial Services Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht BaFin*) nor any other German authority has been notified of the intention to distribute our common units in Germany. Consequently, our common units may not be distributed in Germany by way of public offering, public advertisement or in any similar manner and this document and any other document relating to the offering, as well as information or statements contained therein, may not be supplied to the public in Germany or used in connection with any offer for subscription of our common units to the public in Germany or any other means of public marketing. Our common units are being offered and sold in Germany only to qualified investors which are referred to in Section 3, paragraph 2 no. 1, in connection with Section 2, no. 6, of the German Securities Prospectus Act, Section 8f paragraph 2 no. 4 of the German Sales Prospectus Act, and in Section 2 paragraph 11 sentence 2 no. 1 of the German Investment Act. This document is strictly for use of the person who has received it. It may not be forwarded to other persons or published in Germany.

The offering does not constitute an offer to sell or the solicitation of an offer to buy our common units in any circumstances in which such offer or solicitation is unlawful.

**Notice to Prospective Investors in the Netherlands**

Our common units may not be offered or sold, directly or indirectly, in the Netherlands, other than to qualified investors (*gekwalficeerde beleggers*) within the meaning of Article 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).



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**LEGAL MATTERS**

Andrews Kurth LLP, Houston, Texas, will pass upon the validity of the common units being offered. Certain legal matters with respect to the common units will be passed upon for the sales agents by Vinson & Elkins L.L.P., Houston, Texas. Vinson & Elkins L.L.P. performs legal services for us from time to time on matters unrelated to this offering.

**EXPERTS**

The consolidated financial statements incorporated into this Prospectus Supplement by reference to Enterprise Products Partners L.P.'s Annual Report on Form 10-K for the year ended December 31, 2014, and the effectiveness of Enterprise Products Partners L.P. and subsidiaries' internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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**INFORMATION INCORPORATED BY REFERENCE**

We file annual, quarterly and current reports, and other information with the Securities and Exchange Commission (the Commission) under the Securities Exchange Act of 1934, as amended (the Exchange Act) (Commission File No. 1-14323). You may read and copy any document we file at the Commission's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-732-0330 for further information on the public reference room. Our filings are also available to the public at the Commission's web site at <http://www.sec.gov>. In addition, documents filed by us can be inspected at the offices of the New York Stock Exchange, Inc. at 20 Broad Street, New York, New York 10002. We maintain a website at <http://www.enterpriseproducts.com>. On the Investor Relations page of that site, we provide access to our Commission filings free of charge as soon as reasonably practicable after filing with the Commission. The information on our website is not incorporated by reference into this prospectus and you should not consider it a part of this prospectus.

The Commission allows us to incorporate by reference into this prospectus supplement and the accompanying prospectus the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement and the accompanying prospectus, and later information that we file with the Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until our offering is completed (other than information furnished under Items 2.02 or 7.01 of any Form 8-K, which is not deemed filed under the Exchange Act):

Annual Report on Form 10-K for the year ended December 31, 2014;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015 and June 30, 2015;

Current Reports on Form 8-K filed with the Commission on January 2, 2015, January 29, 2015, February 13, 2015, March 19, 2015, March 30, 2015, April 30, 2015, May 7, 2015, June 1, 2015, July 30, 2015 and August 10, 2015; and

The description of our common units contained in our registration statement on Form 8-A/A filed with the Commission on November 23, 2010, and including any other amendments or reports filed for the purpose of updating such description.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus supplement has been delivered, a copy of any and all of our filings with the Commission. You may request a copy of these filings by writing or telephoning us at:

Enterprise Products Partners L.P.

1100 Louisiana Street, 10th Floor

Houston, Texas 77002

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Attention: Investor Relations

Telephone: (713) 381-6500

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**PROSPECTUS**

**Enterprise Products Partners L.P.**

**COMMON UNITS**

We may offer and sell up to \$1,924,620,135.83 of common units representing limited partner interests in Enterprise Products Partners L.P. (the common units ) in amounts, at prices and on terms to be determined by market conditions and other factors at the time of our offerings.

This prospectus provides you with a general description of the common units we may offer. Each time we sell common units we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read carefully this prospectus and any prospectus supplement before you invest. You should also read the documents we have referred you to in the **Where You Can Find More Information** section of this prospectus for information about us, including our financial statements.

Our principal executive offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002. Our telephone number is (713) 381-6500 and our website is [www.enterpriseproducts.com](http://www.enterpriseproducts.com).

Our common units are listed on the New York Stock Exchange under the trading symbol **EPD**.

**Investing in our common units involves risks. Limited partnerships are inherently different from corporations. You should review carefully the section titled Risk Factors beginning on page 2 for a discussion of important risks you should consider before investing in our securities.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

This prospectus may not be used to consummate sales of securities by the registrant unless accompanied by a prospectus supplement.

**The date of this prospectus is August 3, 2015.**

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You should rely only on the information contained or incorporated by reference in this prospectus or any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information incorporated by reference or provided in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of each document.

Unless the context requires otherwise, references to we, us, our and Enterprise as used in this prospectus are intended to mean the business and operations of Enterprise Products Partners L.P. and its consolidated subsidiaries and unconsolidated affiliates.

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we file with the Securities and Exchange Commission (the Commission ) using a shelf registration process. Under this shelf process, we may offer from time to time a number of common units having a summative total market value (based on offering prices at the time of each offering) of up to \$1,924,620,135.83. Each time we offer securities, we will provide you with a prospectus supplement that will describe, among other things, the specific amounts, types and prices of the securities being offered and the terms of the offering. Any prospectus supplement may add, update or change information contained or incorporated by reference in this prospectus. Any statement that we make in or incorporate by reference in this prospectus will be modified or superseded by any inconsistent statement made by us in a prospectus supplement. Therefore, you should read this prospectus (including any documents incorporated by reference) and any attached prospectus supplement before you invest in our securities.

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**OUR COMPANY**

We are a leading North American provider of midstream energy services to producers and consumers of natural gas, natural gas liquids ( NGLs ), crude oil, refined products and petrochemicals. Our integrated midstream energy asset network links producers of natural gas, NGLs and crude oil from some of the largest supply basins in the United States, Canada and the Gulf of Mexico with domestic consumers and international markets.

We conduct substantially all of our business through Enterprise Products Operating LLC ( EPO ) and are owned 100% by our limited partners from an economic perspective. Enterprise Products Holdings LLC, our general partner, manages our partnership and owns a non-economic general partner interest in us.

Our principal offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002, and our telephone number is (713) 381-6500.



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**RISK FACTORS**

Limited partner interests are inherently different from the capital stock of a corporation, although many of the business risks to which we are subject are similar to those that would be faced by a corporation engaged in a similar business. Before you invest in our common units, you should carefully consider the risk factors included in our most recent annual report on Form 10-K and any subsequent quarterly reports on Form 10-Q incorporated herein by reference and those that may be included in the applicable prospectus supplement, together with all of the other information included in this prospectus, any prospectus supplement and the documents we incorporate by reference in evaluating an investment in our securities.

If any of the risks discussed in the foregoing documents were actually to occur, it could have a material adverse effect on our financial position, results of operations and cash flow. In that case, our ability to make distributions to our unitholders may be reduced, the trading price of our common units could decline and you could lose all or part of your investment.

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**USE OF PROCEEDS**

Unless we inform you otherwise in a prospectus supplement, we intend to use the net proceeds from any sale of securities described in this prospectus for general partnership purposes, such as working capital, investments in subsidiaries, the retirement of existing debt and/or the repurchase of common units or other securities. The prospectus supplement will describe the actual use of the net proceeds from the sale of securities. The exact amounts to be used and when the net proceeds will be applied to partnership purposes will depend on a number of factors, including our funding requirements and the availability of alternative funding sources.

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**DESCRIPTION OF OUR COMMON UNITS**

**Common Units**

Generally, our common units represent limited partner interests that entitle the holders to participate in our cash distributions and to exercise the rights and privileges available to limited partners under our partnership agreement. For a description of the relative rights and preferences of unitholders in and to cash distributions, please read *Cash Distribution Policy* elsewhere in this prospectus.

Our outstanding common units are listed on the NYSE under the symbol *EPD*. Any additional common units we issue will also be listed on the NYSE.

The transfer agent and registrar for our common units is Wells Fargo Shareowner Services.

In connection with our merger with Enterprise GP Holdings, L.P. on November 22, 2010 (the *Holdings Merger*), a privately held affiliate of Enterprise Products Company (*EPCO*) agreed to temporarily waive the regular quarterly cash distributions it would otherwise receive from us with respect to a certain number of our common units (the *Designated Units*) it owned over a five-year period after the merger closing date of November 22, 2010. The temporary distribution waiver still applies to 35,380,000 *Designated Units* for distributions paid, or to be paid, if any, during 2015.

**Meetings/Voting**

Each holder of our common units is entitled to one vote for each unit on all matters submitted to a vote of the unitholders.

**Status as Limited Partner or Assignee**

Except as described below under *Limited Liability*, our common units will be fully paid, and unitholders will not be required to make additional capital contributions to us.

Each purchaser of our common units must execute a transfer application whereby the purchaser requests admission as a substituted limited partner and makes representations and agrees to provisions stated in the transfer application. If this action is not taken, a purchaser will not be registered as a record holder of common units on the books of our transfer agent or issued a common unit certificate or other evidence of the issuance of uncertificated units. Purchasers may hold common units in nominee accounts.

An assignee, pending its admission as a substituted limited partner, is entitled to an interest in us equivalent to that of a limited partner with respect to the right to share in allocations and distributions, including liquidating distributions. Our general partner will vote and exercise other powers attributable to our common units owned by an assignee who has not become a substituted limited partner at the written direction of the assignee. Transferees who do not execute and deliver transfer applications will be treated neither as assignees nor as record holders of common units and will not receive distributions, U.S. federal income tax allocations or reports furnished to record holders of our common units. The only right the transferees will have is the right to admission as a substituted limited partner in respect of the transferred common units upon execution of a transfer application in respect of the common units. A nominee or broker who has executed a transfer application with respect to our common units held in street name or nominee accounts will receive distributions and reports pertaining to its common units.

**Limited Liability**

Assuming that a limited partner does not participate in the control of our business within the meaning of the Delaware Revised Uniform Limited Partnership Act (the Delaware Act ) and that he otherwise acts in

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conformity with the provisions of our partnership agreement, his liability under the Delaware Act will be limited, subject to some possible exceptions, generally to the amount of capital he is obligated to contribute to us in respect of his units plus his share of any undistributed profits and assets.

Under the Delaware Act, a limited partnership may not make a distribution to a partner to the extent that at the time of the distribution, after giving effect to the distribution, all liabilities of the partnership, other than liabilities to partners on account of their partnership interests and liabilities for which the recourse of creditors is limited to specific property of the partnership, exceed the fair value of the assets of the limited partnership.

For the purposes of determining the fair value of the assets of a limited partnership, the Delaware Act provides that the fair value of the property subject to liability of which recourse of creditors is limited shall be included in the assets of the limited partnership only to the extent that the fair value of that property exceeds the nonrecourse liability. The Delaware Act provides that a limited partner who receives a distribution and knew at the time of the distribution that the distribution was in violation of the Delaware Act is liable to the limited partnership for the amount of the distribution for three years from the date of the distribution.

## **Reports and Records**

As soon as practicable, but in no event later than 120 days after the close of each fiscal year, our general partner will mail or furnish to each unitholder of record (as of a record date selected by our general partner) an annual report containing our audited financial statements for the past fiscal year. These financial statements will be prepared in accordance with U.S. generally accepted accounting principles. In addition, no later than 90 days after the close of each quarter (except the fourth quarter), our general partner will mail or furnish to each unitholder of record (as of a record date selected by our general partner) a report containing our unaudited quarterly financial statements and any other information required by law. We may furnish such reports by making them generally available on our website, [www.enterpriseproducts.com](http://www.enterpriseproducts.com).

Our general partner will use all reasonable efforts to furnish each unitholder of record information reasonably required for tax reporting purposes within 90 days after the close of each fiscal year. Our general partner's ability to furnish this summary tax information will depend on the cooperation of unitholders in supplying information to our general partner. Each unitholder will receive information to assist him in determining his U.S. federal and state tax liability and filing his U.S. federal and state income tax returns.

A limited partner can, for a purpose reasonably related to the limited partner's interest as a limited partner, upon reasonable demand and at his own expense, have furnished to him:

a current list of the name and last known address of each partner;

a copy of our tax returns;

information as to the amount of cash and a description and statement of the agreed value of any other property or services, contributed or to be contributed by each partner and the date on which each became a partner;

copies of our partnership agreement, our certificate of limited partnership, amendments to either of them and powers of attorney which have been executed under our partnership agreement;

information regarding the status of our business and financial condition; and

any other information regarding our affairs as is just and reasonable.

Our general partner may, and intends to, keep confidential from the limited partners trade secrets and other information the disclosure of which our general partner believes in good faith is not in our best interest or which we are required by law or by agreements with third parties to keep confidential.

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**CASH DISTRIBUTION POLICY**

**Distributions of Available Cash**

*General.* Within approximately 45 days after the end of each quarter, we distribute all of our available cash to unitholders of record (excluding holders of the Designated Units as set forth under a distribution waiver agreement) on the applicable record date.

*Definition of Available Cash.* Available cash is defined in our partnership agreement and generally means, with respect to any calendar quarter, all cash on hand at the end of such quarter:

*less* the amount of cash reserves that is necessary or appropriate in the reasonable discretion of the general partner to:

provide for the proper conduct of our business (including reserves for our future capital expenditures and for our future credit needs) subsequent to such quarter;

comply with applicable law or any loan agreement, security agreement, mortgage, debt instrument or other agreement or obligation to which we are a party or to which we are bound or our assets are subject; or

provide funds for distributions to unitholders in respect of any one or more of the next four quarters;

*plus* all cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made after the end of the quarter or certain interim capital transactions after the end of such quarter designated by our general partner as operating surplus in accordance with the partnership agreement. Working capital borrowings are generally borrowings that are made under our credit facilities and in all cases are used solely for working capital purposes or to pay distributions to partners.