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Energy Transfer Partners, L.P.

Form 8-K

November 02, 2007

**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**  
**November 1, 2007**

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)

**73-1493906**

(IRS Employer  
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))
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Item 8.01 Other Events.

On October 31, 2007, the Interstate Natural Gas Association of America ( INGAA ) filed a motion with the Federal Energy Regulatory Commission ( FERC ) for limited intervention in the proceedings relating to allegations made against us in the FERC 's Order to Show Cause and Notice of Proposed Penalties ( Order and Notice ) issued on July 26, 2007. In its motion, INGAA asserts its position that the Natural Gas Act ( NGA ) requires that an assessment of a civil penalty by the FERC under Section 22 of the NGA is entitled to de novo review of the penalty assessment in United States federal district court. This is the same position taken by us in our August 27, 2007 request for expedited rehearing of the determinations in the FERC 's Order and Notice and reiterated in our response to the FERC filed on October 9, 2007.

On October 30, 2007, a putative class action lawsuit against us that was reported in our prior filings with the Securities and Exchange Commission was found by the court to be related to a recently filed second putative class action lawsuit that makes allegations similar to those made in the first suit, and we expect that both suits will be consolidated in the Houston division of the United States District Court for the Southern District of Texas. As previously reported, one plaintiff seeks unspecified damages; the other plaintiff seeks \$500 million in actual damages and other relief. We continue to believe that the claims are without merit and we intend to vigorously defend ourselves in this litigation.

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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.,  
General Partner

By: Energy Transfer Partners, L.L.C.,  
General Partner

Date: November 1, 2007

/s/ Brian J. Jennings  
Brian J. Jennings  
Chief Financial Officer and officer duly  
authorized to sign on behalf of the  
registrant