

ENTERPRISE PRODUCTS PARTNERS L P  
Form S-8 POS  
August 16, 2013

As filed with the Securities and Exchange Commission on August 16, 2013

Registration No. 333-162666

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**ENTERPRISE PRODUCTS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

**EPCO, INC. 2006 TPP LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1100 Louisiana, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**  
(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)

**76-0568219**  
(I.R.S. Employer

Identification Number)

**Stephanie C. Hildebrandt, Esq.**  
**1100 Louisiana Street, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**  
(Name, address, including zip code, and telephone  
number, including area code,  
of agent for service)

*With a copy to:*

**David C. Buck**

**Andrews Kurth LLP**

**600 Travis, Suite 4200**

**Houston, Texas 77002**

**(713) 220-4200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company.)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

On October 26, 2009, Enterprise Products Partners L.P., a Delaware limited partnership (the Partnership ), filed a registration statement on Form S-8 (Registration No. 333-162666) (the Registration Statement ) with the Securities and Exchange Commission, which was deemed effective upon filing. The Registration Statement registered the offer and sale of 922,758 common units representing limited partner interests in the Partnership issuable pursuant to the EPCO, Inc. 2006 TPP Long-Term Incentive Plan (the Registered Securities ).

The offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Partnership in the Registration Statement to remove from registration by means of a post-effective amendment any of the Registered Securities which remain unsold at the termination of the offering, the Registration Statement is hereby amended by this Post-Effective Amendment No. 1 to remove from registration all Registered Securities which remain unsold to date.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on August 16, 2013.

**ENTERPRISE PRODUCTS PARTNERS, L.P.**

By: Enterprise Products Holdings LLC, its general partner

By: /s/ Michael A. Creel  
Michael A. Creel  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on August 16, 2013.

<b>Name</b>	<b>Title (Position with Enterprise Products Holdings LLC)</b>
/s/ RANDA DUNCAN WILLIAMS	Director and Chairman of the Board
Randa Duncan Williams	
/s/ MICHAEL A. CREEL	Director and Chief Executive Officer (Principal Executive Officer)
Michael A. Creel	
/s/ W. RANDALL FOWLER	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer)
W. Randall Fowler	
/s/ A. JAMES TEAGUE	Director and Chief Operating Officer
A. James Teague	
/s/ THURMON M. ANDRESS	Director
Thurmon M. Andress	
/s/ RICHARD H. BACHMANN	Director
Richard H. Bachmann	
/s/ E. WILLIAM BARNETT	Director
E. William Barnett	
/s/ LARRY J. CASEY	Director
Larry J. Casey	
/s/ RALPH S. CUNNINGHAM	Director
Ralph S. Cunningham	
/s/ CHARLES E. McMAHEN	Director
Charles E. McMahan	

<b>Name</b>	<b>Title (Position with Enterprise Products Holdings LLC)</b>
/s/ REX C. ROSS	Director
Rex C. Ross	
/s/ EDWIN E. SMITH	Director
Edwin E. Smith	
/s/ RICHARD S. SNELL	Director
Richard S. Snell	
/s/ MICHAEL J. KNESEK	Senior Vice President, Controller and Principal Accounting Officer
Michael J. Knesek	