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Regency Energy Partners LP

Form 8-K/A

June 12, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 3)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report: June 12, 2007**

**(Date of earliest event reported: April 2, 2007)**

**REGENCY ENERGY PARTNERS LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**

(State or other jurisdiction of  
incorporation)

**0001-338613**

(Commission  
File Number)

**16-1731691**

(IRS Employer  
Identification No.)

**1700 Pacific, Suite 2900**

**Dallas, Texas**

(Address of principal executive offices)

**75201**

(Zip Code)

Registrant's telephone number, including area code: (214) 750-1771

(Former name or former address, if changed since last report): Not applicable

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 (see General Instruction A.2. below):

- 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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This amendment provides additional financial statement information on Item 9.01 of our Current Report to our Form 8-K filed on April 2, 2007 related to our acquisition of all of the outstanding equity of Pueblo Midstream Gas Corporation.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Unaudited pro forma combined financial statements and related notes

Exhibit 99.2 Consolidated Financial Statements of Pueblo Midstream Gas Corporation

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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.

REGENCY ENERGY PARTNERS LP

By: /s/ Stephen L. Arata  
Stephen L. Arata  
Executive Vice President  
Chief Financial Officer  
of Regency GP LLC, General Partner  
of Regency GP LP, General Partner of  
Regency Energy Partners LP

Date: June 12, 2007