

Regency Energy Partners LP
Form SC 13D/A
October 16, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 13)*

Regency Energy Partners LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

75885Y 10 7

(CUSIP Number)

Regency LP Acquirer, L.P.

c/o GE Energy Financial Services

General Electric Capital Corporation

General Electric Company

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800 Long Ridge Road

Stamford, Connecticut 06927

Telephone: (203) 961-5963

Attn: General Counsel

Attn: Portfolio Manager

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

October 4, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 75885Y 10 7

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Regency LP Acquirer, L.P.

(2) Check the Appropriate Box if a Member of a Group

(a) x

(b) ..

(3) SEC use only

(4) Source of funds

NA

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially (8) - 0 -

owned by (8) Shared voting power

each

reporting (9) 9,272,663

person (9) Sole dispositive power

with

(10) - 0 -
Shared dispositive power

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9,272,663

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

9,272,663

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

(13) Percent of Class Represented by Amount in Row (11)

5.5%¹

(14) Type of Reporting Person

PN (Limited Partnership)

¹ The percentage is based upon 170,113,566 Common Units outstanding as of August 1, 2012, as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (the Issuer's Quarterly Report), filed with the Securities and Exchange Commission (the SEC) on August 8, 2012.

CUSIP No. 75885Y 10 7

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

General Electric Capital Corporation

(2) Check the appropriate box if a member of a group

(a) x

(b) ..

(3) SEC use only

(4) Source of funds

NA

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially - 0 -

(8) Shared voting power

owned by

each

reporting 9,272,663
(9) Sole dispositive power

person

with - 0 -

(10) Shared dispositive power

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9,272,663

(11) Aggregate amount beneficially owned by each reporting person

9,272,663

(12) Check if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

5.5%²

(14) Type of reporting person

CO

² The percentage is based upon 170,113,566 Common Units outstanding as of August 1, 2012, as reported in the Issuer's Quarterly Report.

CUSIP No. 75885Y 10 7

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

General Electric Company

(2) Check the appropriate box if a member of a group

(a) x

(b) ..

(3) SEC use only

(4) Source of funds

NA

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

NEW YORK

Number of (7) Sole voting power

shares

beneficially - 0 -

(8) Shared voting power

owned by

each

reporting 9,272,663
(9) Sole dispositive power

person

with - 0 -

(10) Shared dispositive power

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9,272,663

(11) Aggregate amount beneficially owned by each reporting person

9,272,663

(12) Check if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

5.5%³

(14) Type of reporting person

CO

³ The percentage is based upon 170,113,566 Common Units outstanding as of August 1, 2012, as reported in the Issuer's Quarterly Report.

This Amendment No. 13 to Schedule 13D (this **Amendment**) amends the Schedule 13D initially filed on June 28, 2007, the Amendment No. 1 to Schedule 13D filed on December 14, 2007, the Amendment No. 2 to Schedule 13D filed on January 10, 2008, the Amendment No. 3 to Schedule 13D filed on April 21, 2008, the Amendment No. 4 to Schedule 13D filed on March 11, 2009, the Amendment No. 5 to Schedule 13D filed on September 4, 2009, the Amendment No. 6 to Schedule 13D filed on May 13, 2010, the Amendment No. 7 to Schedule 13D filed on May 28, 2010, the Amendment No. 8 to Schedule 13D filed on October 27, 2010, the Amendment No. 9 to Schedule 13D filed on December 9, 2010, the Amendment No. 10 to Schedule 13D filed on June 30, 2011, the Amendment No. 11 to Schedule 13D filed on March 19, 2012 and Amendment No. 12 filed on March 20, 2012 (collectively, the **Schedule 13D**).

General Electric Company, a New York corporation (**GE**), General Electric Capital Corporation, a Delaware corporation (**GECC**) and Regency LP Acquirer, L.P., a Delaware limited partnership (**LP Holdings**, and together with GE and GECC, the **Reporting Persons**) are filing this Amendment to disclose the consummation of the sale by LP Holdings to the public of an aggregate 1,232,136 Common Units, for total consideration of \$29,465,259.26, which took place over a period of time from July 5, 2012 through October 4, 2012 on the New York Stock Exchange and other exchanges or automated trading systems, as described in Item 4 below.

Except as provided herein, this Amendment does not modify any of the information previously reported on the Schedule 13D. Capitalized terms used and not otherwise defined have the meaning given to them in the Schedule 13D.

The Reporting Persons have entered into a Joint Filing Agreement, dated the date hereof, a copy of which is filed with this Amendment as Exhibit A (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by adding the following:

The following describes plans or proposals, that the Reporting Persons may have with respect to the matters set forth in Item 4(a)-(j) of Schedule 13D:

(a) The Reporting Persons continue to be the beneficial owners of 9,272,663 Common Units following the sale of an aggregate 1,232,136 Common Units, for total consideration of \$29,465,259.26, which took place over a period of time from July 5, 2012 through October 4, 2012 on the New York Stock Exchange and other exchanges or automated trading systems.

(b) None.

(c) None.

(d) None.

(e) None.

(f) None.

(g) None.

(h) None.

(i) None.

(j) Except as described in this Item 4, the Reporting Persons do not have, as of the date of this Amendment, any plans or proposals that relate to or result in any of the actions or events specified in clauses (a) through (i) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a)-(b) (i) LP Holdings is the sole record owner of, and has the sole power to vote and dispose of 9,272,663 Common Units. These units represent 5.5% of the outstanding Common Units based upon 170,113,566 Common Units outstanding as of August 1, 2012, as reported in the Issuer's Quarterly Report.

(ii) Neither GECC nor GE directly own any Common Units. By virtue of their indirect ownership interests in LP Holdings, GECC and GE may each be deemed to possess sole voting and dispositive powers with respect to the 9,272,663 Common Units held by LP Holdings.

(c) Other than as described in the preamble above, none.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be filed as Exhibits.

Exhibit A Joint Filing Agreement*

* Filed herewith.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 16, 2012

Regency LP Acquirer, L.P.

By: EFS Regency GP Holdco II, LLC

Its: General Partner

By: **Aircraft Services Corporation**

its Managing Member

By: /s/ J. Alex Urquhart
Name: J. Alex Urquhart
Title: Authorized Signatory

General Electric Capital Corporation

By: /s/ J. Alex Urquhart
Name: J. Alex Urquhart
Title: Authorized Signatory

General Electric Company

By: /s/ J. Alex Urquhart
Name: J. Alex Urquhart
Title: Vice President, General Electric Company