

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Mail Stop 3561

February 13, 2017

John W. McReynolds President Energy Transfer Equity, L.P. 8111 Westchester Drive, Suite 600 Dallas, Texas 75225

Re: Energy Transfer Equity, L.P.

Registration Statement on Form S-3

Filed February 8, 2017 File No. 333-215969

Dear Mr. McReynolds:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Charlie Guidry, Staff Attorney, at 202-551-3621 with any questions.

Sincerely,

/s/ Lisa M. Kohl for

Mara L. Ransom Assistant Director Office of Consumer Products

cc: William N. Finnegan IV, Esq.