

**UNITED STATES
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**

May 22, 2014

Date of Report (Date of earliest event reported)

ENERGY TRANSFER EQUITY, L.P.

(Exact name of Registrant as specified in its charter)

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

1-32740
**(Commission
File Number)**

30-0108820
**(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))

Item 8.01 Other Events.

On May 22, 2014, Energy Transfer Equity, L.P. (the “Partnership”) issued a press release announcing the commencement of a tack-on offering of additional 5.875% Senior Notes due 2024 of the Partnership (the “additional notes”) in a private placement. Additionally, on May 22, 2014, the Partnership issued a press release announcing the pricing of the additional notes at 102% of their principal amount, plus accrued interest from December 2, 2013.

A copy of the press release relating to launch and pricing is attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and is incorporated herein by reference.

Neither press release shall constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

Item 9.01. Financial Statements and Exhibits.

See the Exhibit Index set forth below for a list of exhibits included with this Form 8-K.

<u>Exhibit Number</u>	<u>Description of the Exhibit</u>
99.1	Launch Press Release of Energy Transfer Equity, L.P. dated May 22, 2014.
99.2	Pricing Press Release of Energy Transfer Equity, L.P. dated May 22, 2014.

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 Equity, L.P.

By: LE GP, LLC,
its general partner

Date: May 22, 2014

By: /s/ John W. McReynolds
John W. McReynolds
President

EXHIBIT INDEX

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ENERGY TRANSFER

**ENERGY TRANSFER EQUITY ANNOUNCES
OFFERING OF 5.875% SENIOR NOTES DUE 2024**

Dallas, Texas - May 22, 2014 - Energy Transfer Equity, L.P. (NYSE: ETE) today announced its intention, subject to market conditions, to commence a tack-on offering of additional 5.875% Senior Notes due 2024 (the “new notes”) in a private placement. The new notes will be issued under the indenture pursuant to which ETE previously issued \$450 million aggregate principal amount of 5.875% Senior Notes due 2024, all of which remains outstanding. The new notes and the previously issued notes will be treated as a single series under the indenture; however, until the new notes have been exchanged for registered notes, the new notes will not have the same CUSIP number as and will not trade interchangeably with the previously issued notes. ETE intends to use the net proceeds from the sale of the new notes to repay amounts outstanding under its revolving credit facility, and any remaining net proceeds will be used for general partnership purposes.

The securities to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and, unless so registered, the securities may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The new notes will be offered in a private offering exempt from the registration requirements of the Securities Act. The new notes will be offered inside the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act.

This press release is neither an offer to sell nor a solicitation of an offer to buy the new notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the new notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

Contacts

Investor Relations:

Energy Transfer

Brent Ratliff, 214-981-0700

Or

Media Relations:

Granado Communications Group

Vicki Granado, 214-599-8785

214-498-9272 (cell)



ENERGY TRANSFER

**ENERGY TRANSFER EQUITY ANNOUNCES
PRICING OF \$700 MILLION OF 5.875% SENIOR NOTES DUE 2024**

Dallas, Texas - May 22, 2014 - Energy Transfer Equity, L.P. (NYSE: ETE) today announced that it has priced its previously announced tack-on offering of an additional \$700 million aggregate principal amount of its 5.875% senior notes due 2024 (the “new notes”) in a private placement. The new notes were priced at 102%, plus accrued interest from December 2, 2013. The new notes will be issued under the indenture pursuant to which ETE previously issued \$450 million aggregate principal amount of 5.875% Senior Notes due 2024, all of which remains outstanding. The new notes and the previously issued notes will be treated as a single series under the indenture; however, until the new notes have been exchanged for registered notes, the new notes will not have the same CUSIP number as and will not trade interchangeably with the previously issued notes. The new notes are expected to settle on May 28, 2014, subject to customary closing conditions.

ETE intends to use the net proceeds from the sale of the new notes to repay amounts outstanding under its revolving credit facility, and remaining net proceeds will be used for general partnership purposes.

The securities to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and, unless so registered, the securities may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

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