

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Energy Transfer Equity, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4922
(Primary Standard Industrial
Classification Code Number)

30-0108820
(I.R.S. Employer
Identification No.)

**2828 Woodside Street
Dallas, Texas 75204
(214) 981-0700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**John W. McReynolds
President
2828 Woodside Street
Dallas, Texas 75204
(214) 981-0700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Thomas P. Mason
Vinson & Elkins L.L.P.
1001 Fannin, Suite 2300
Houston, Texas 77002-6760
(713) 758-2222**

**G. Michael O'Leary
Andrews Kurth LLP
600 Travis Street, Suite 4200
Houston, Texas 77002
(713) 220-4200**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering **File No. 333-128097.**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Units representing limited partner interests	\$507,150,000 (1)(2)	\$57,958 (3)

- (1) Based on the initial public offering price.
(2) Includes common units issuable upon exercise of the underwriters' over-allotment option.
(3) The Registrant previously paid \$48,913.00 of the registration fee.

THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional limited partnership units of Energy Transfer Equity, L.P., a Delaware limited partnership, pursuant to Rule 462(b) and under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (Registration No. 333-128097), initially filed by Energy Transfer Equity, L.P. with the Securities and Exchange Commission on September 2, 2005, as amended by Amendment No. 1 thereto filed on October 13, 2005, Amendment No. 2 thereto filed on December 20, 2005, Amendment No. 3 thereto filed on January 9, 2006, and Amendment No. 4 thereto filed on January 23, 2006, which was declared effective on February 2, 2006, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of Securities Act of 1933, the registrant does hereby certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on the 2nd day of February, 2006.

ENERGY TRANSFER EQUITY, L.P.

By: LE GP, LLC,
its general partner

By: /s/ John W. McReynolds

John W. McReynolds
President and Chief Financial Officer

Pursuant to the requirements of Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant and in the following capacities on the 2nd day of February, 2006.

<u>Signature</u>	<u>Title</u>
/s/ John W. McReynolds _____ John W. McReynolds	President and Chief Financial Officer (Principal Executive Officer and Principal Financial Officer)
* _____ David R. Albin	Director of LE GP, LLC, general partner of Energy Transfer Equity, L.P.
* _____ Daniel A. Rioux	Director of LE GP, LLC, general partner of Energy Transfer Equity, L.P.
* _____ K. Rick Turner	Director of LE GP, LLC, general partner of Energy Transfer Equity, L.P.
/s/ John W. McReynolds _____	

*By: John W. McReynolds
Attorney-in-Fact

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
5.1 —	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered.
8.1 —	Opinion of Vinson & Elkins L.L.P. relating to tax matters.
23.1 —	Consent of Grant Thornton LLP
23.2 —	Consent of Deloitte & Touche LLP
23.3 —	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
23.4 —	Consent of Vinson & Elkins L.L.P. (included in Exhibit 8.1).
24.1 —	Powers of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-128097) initially filed with the Securities and Exchange Commission on September 2, 2005 and incorporated by reference herein).

February 2, 2006

Energy Transfer Equity, L.P.
2828 Woodside Street
Dallas, Texas 75204

Ladies and Gentlemen:

We have acted as counsel to Energy Transfer Equity, L.P., a Delaware limited partnership (the "Partnership"), in connection with the filing of a Registration Statement on Form S-1 and the amendments thereto (Registration No. 333-128097) (such registration statement, as amended at the effective date thereof and together with the registration statement filed with respect to such registration statement under Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), being collectively referred to herein as the "Registration Statement") filed by the Partnership with the Securities and Exchange Commission (the "Commission") under the Securities Act, covering the registration of the offer and sale by the Partnership of up to an aggregate of 24,150,000 common units representing limited partner interests in the Partnership (the "Common Units"), sold pursuant to the terms of the terms of the underwriting agreement (the "Underwriting Agreement") executed by the Partnership, the underwriters named therein and the other parties thereto.

As the basis for the opinion hereinafter expressed, we examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act"), corporate records and documents, certificates of corporate and public officials, and other instruments and documents as we deemed necessary or advisable for the purposes of this opinion. In such examination, we assumed the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing as a limited partnership under the Delaware Act.
2. The Common Units, when issued and delivered on behalf of the Partnership against payment therefore as described in the Registration Statement, will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the reference to us under the heading "Validity of the Common Units" in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement, but we do not thereby admit that we are within the class of persons whose consent is required under the provisions of the Securities Act of 1933, as amended, or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

VINSON & ELKINS L.L.P.

February 2, 2006

Energy Transfer Equity, L.P.
2828 Woodside Street
Dallas, Texas 75204

RE: ENERGY TRANSFER EQUITY, L.P. REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have acted as counsel for Energy Transfer Equity, L.P., a Delaware limited partnership (the "Partnership"), with respect to certain legal matters in connection with the offer and sale of common units representing limited partner interests in the Partnership. We have also participated in the preparation of a Registration Statement on Form S-1 and the amendments thereto (Registration No. 333-128097) (such registration statement, as amended at the effective date thereof and together with the registration statement filed with respect to such registration statement under Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), being collectively referred to herein as the "Registration Statement") to which this opinion is an exhibit. In connection therewith, we prepared the discussion (the "Discussion") set forth under the caption "Material Tax Consequences" in the Registration Statement.

All statements of legal conclusions contained in the Discussion, unless otherwise noted, are our opinion with respect to the matters set forth therein as of the effective date of the Registration Statement. In addition, we are of the opinion that the Discussion with respect to those matters as to which no legal conclusions are provided is an accurate discussion of such federal income tax matters (except for the representations and statements of fact of the Partnership and its general partner, included in the Discussion, as to which we express no opinion).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Registration Statement. This consent does not constitute an admission that we are "experts" within the meaning of such term as used in the Securities Act or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

VINSON & ELKINS L.L.P.

Vinson & Elkins LLP Attorneys at Law Austin Beijing Dallas
Dubai Houston London Moscow New York Tokyo Washington

First City Tower, 1001 Fannin Street, Suite 2300, Houston, Texas 77002-6760
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated December 16, 2005 accompanying the consolidated financial statements of Energy Transfer Equity, L.P. as of August 31, 2005 and 2004 and for the years then ended, and the eleven months ended August 31, 2003, and the consolidated balance sheet of LE GP, LLC as of August 31, 2005, all included in the Registration Statement on Form S-1 of Energy Transfer Equity, L.P. (Commission File No. 333-128097) ("Earlier Registration Statement") which are incorporated by reference in this Registration Statement on Form S-1 ("Registration Statement") filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended. We consent to the incorporation by reference in this Registration Statement of the aforementioned reports and to the use of our name as it appears under the caption "Experts" in the Prospectus constituting a part of the Earlier Registration Statement.

/s/ Grant Thornton LLP

Tulsa, Oklahoma
February 2, 2006

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Energy Transfer Equity, L.P. of our report dated March 15, 2005 related to the financial statements of HPL Consolidation LP as of December 31, 2004 and 2003 and for each of the three years in the period ended December 31, 2004, appearing in the Prospectus, which is part of Amendment No. 4 to Registration Statement (File No. 333-128097) and to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte & Touche LLP

Houston, Texas
February 2, 2006