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Energy Transfer Partners, L.P.
Form S-8
December 11, 2014

As filed with the Securities and Exchange Commission on December 10, 2014
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ENERGY TRANSFER PARTNERS, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction

of Incorporation or Organization)

73-1493906

(I.R.S. Employer

Identification No.)

3738 Oak Lawn Avenue

Dallas, Texas 75219

(Address of Principal Executive Offices, including Zip Code)

Second Amended and Restated Energy Transfer Partners, L.P.

2008 Long-Term Incentive Plan

(Full Title of Plan)

Martin Salinas, Jr.

Chief Financial Officer

Energy Transfer Partners, L.P.

3738 Oak Lawn Avenue

Dallas, Texas 75219

(Name and Address of Agent for Service)

(214) 981-0700

(Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee
Common units representing limited partner interests ("Common Units")	5,500,000 Units	\$60.93	\$335,115,000	\$38,940.36

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Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), there are also being
(1) registered such additional Common Units as may become issuable pursuant to the adjustment provisions of the
Second Amended and Restated Energy Transfer Partners, L.P. 2008 Long-Term Incentive Plan.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the
(2) Securities Act based on the average of the high and low prices per Common Unit reported on the New York Stock
Exchange on December 9, 2014.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed to register an additional 5,500,000 Common Units of the same class of securities for which the Registrant previously filed a registration statement on Form S-8 under the Securities Act relating to the Second Amended and Restated Energy Transfer Partners, L.P. 2008 Long-Term Incentive Plan. Accordingly, the contents of the Registrant's prior registration statement on Form S-8 (File Number 333-159878), as filed with the Securities and Exchange Commission (the "Commission") on June 10, 2009, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

Exhibit Number Description

- 4.1 Amended Certificate of Limited Partnership of Energy Transfer Partners, L.P. (incorporated by reference to Exhibit 3.3 to the Registrant's Form 10-Q for the quarter ended February 29, 2004).
- 4.2 Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P. (formerly named Heritage Propane Partners, L.P.) dated as of July 28, 2009 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed July 29, 2009).
- 4.3 Amendment No. 1, dated March 26, 2012, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., dated July 28, 2009 (incorporated by reference to Exhibit 3.1 to Registrant's Form 8-K filed on March 28, 2012).
- 4.4 Amendment No. 2 to Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., dated October 5, 2012 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed October 5, 2012).
- 4.5 Amendment No. 3, dated April 15, 2013, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K/A filed on April 18, 2013).
- 4.6 Amendment No. 4, dated April 30, 2013, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on May 1, 2013).
- 4.7 Amendment No. 5, dated October 31, 2013, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on November 1, 2013).
- 4.8 Amendment No. 6, dated February 19, 2014, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on February 19, 2014).
- 4.9 Amendment No. 7, dated March 3, 2014, to the Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., dated July 28, 2009 (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K filed on March 5, 2014).
- 4.10 Amendment No. 8 to Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P., dated August 29, 2014 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on August 29, 2014).
- 4.11 Registration Rights Agreement, dated April 30, 2013, by and between Southern Union Company and Regency Energy Partners LP (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on May 1, 2013).
- 4.12 Registration Rights Agreement, dated April 30, 2013, by and between Energy Transfer Partners, L.P. and Energy Transfer Equity, L.P. (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed on May 1, 2013).
- 4.13 Registration Rights Agreement, dated November 1, 2006, between Energy Transfer Partners, L.P. and Energy Transfer Equity, L.P. (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed November 3, 2006).
- 4.14 Indenture dated January 18, 2005 among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed January 19, 2005).
- 4.15

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First Supplemental Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed January 19, 2005).

Exhibit Number Description

- 4.16 Second Supplemental Indenture dated as of February 24, 2005 to Indenture dated as of January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 10.45 to the Registrant's Form 10-Q for the quarter ended February 28, 2005).
- 4.17 Form of Senior Indenture of Energy Transfer Partners, L.P. (incorporated by reference to Exhibit 4.11 to the Registrant's Form S-3 filed August 9, 2006).
- 4.18 Form of Subordinated Indenture of Energy Transfer Partners, L.P. (incorporated by reference to Exhibit 4.12 to the Registrant's Form S-3 filed August 9, 2006).
- 4.19 Fourth Supplemental Indenture dated as of June 29, 2006 to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.13 to the Registrant's Form 10-K filed November 13, 2006).
- 4.20 Fifth Supplemental Indenture dated as of October 23, 2006 to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P., the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed October 25, 2006).
- 4.21 Sixth Supplemental Indenture dated March 28, 2008, by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed March 31, 2008).
- 4.22 Seventh Supplemental Indenture dated December 23, 2008, by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed December 23, 2008).
- 4.23 Eighth Supplemental Indenture dated April 7, 2009, by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed April 7, 2009).
- 4.24 Ninth Supplemental Indenture dated as of May 12, 2011, to the Indenture dated January 18, 2005, by and between Energy Transfer Partners, L.P. and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed May 12, 2011).
- 4.25 Tenth Supplemental Indenture dated as of January 17, 2012, to the Indenture dated January 18, 2005, by and between Energy Transfer Partners, L.P. and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed January 17, 2012).
- 4.26 Eleventh Supplemental Indenture dated as of January 22, 2013 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed January 23, 2013).
- 4.27 Twelfth Supplemental Indenture dated as of June 24, 2013 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed June 26, 2013).
- 4.28 Thirteenth Supplemental Indenture dated as of September 19, 2013 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed September 19, 2013).

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- 4.29 Indenture, dated as of March 31 2009, between Sunoco, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed October 5, 2012).
- 4.30 First Supplemental Indenture, dated as of March 31, 2009, between Sunoco, Inc. and U.S. Bank National Association, as trustee, to the Indenture, dated as of March 31, 2009, relating to Sunoco's 9.625% Senior Notes due 2015 (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed October 5, 2012).

Exhibit Number Description

- 4.31 Second Supplemental Indenture, dated as of October 5, 2012, among Energy Transfer Partners, L.P., Sunoco, Inc. and U.S. Bank National Association, as trustee, to Indenture, dated as of March 31, 2009 (incorporated by reference to Exhibit 4.3 to the Registrant's Form 8-K filed October 5, 2012).
- 4.32 Indenture, dated as of June 30, 2000, between Sunoco, Inc. and U.S. Bank National Association, as successor trustee to Citibank, N.A. (incorporated by reference to Exhibit 4.4 to the Registrant's Form 8-K filed October 5, 2012).
- 4.33 First Supplemental Indenture, dated as of October 5, 2012, among Energy Transfer Partners, L.P., Sunoco, Inc. and U.S. Bank National Association, as successor trustee to Citibank, N.A., to the Indenture, dated as of June 30, 2000 (incorporated by reference to Exhibit 4.7 to the Registrant's Form 8-K filed October 5, 2012).
- 4.34 Indenture, dated as of May 15, 1994, between Sunoco, Inc. and U.S. Bank National Association, as successor trustee to Citibank, N.A., relating to Sunoco, Inc.'s 9.00% Debentures due 2024 (incorporated by reference to Exhibit 4.8 to the Registrant's Form 8-K filed October 5, 2012).
- 4.35 First Supplemental Indenture, dated as of October 5, 2012, among Energy Transfer Partners, L.P., Sunoco, Inc. and U.S. Bank National Association, as successor trustee to Citibank, N.A., to the Indenture, dated as of May 15, 1994 (incorporated by reference to Exhibit 4.9 to the Registrant's Form 8-K filed October 5, 2012).
- 4.36 Second Amended and Restated Energy Transfer Partners, L.P. 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on October 24, 2014).
- 5.1* Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered.
- 23.1* Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- 23.2* Consent of Grant Thornton LLP.
- 23.3* Consent of Ernst & Young LLP.
- 24.1* Power of Attorney (included on the signature page of this Registration Statement).

* Filed herewith.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 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 December 10, 2014.

ENERGY TRANSFER PARTNERS, L.P.

By: Energy Transfer Partners GP, L.P. its general partner

By: Energy Transfer Partners, L.L.C. its general partner

By: /s/ Martin Salinas, Jr

Name: Martin Salinas, Jr.

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Martin Salinas, Jr. and Thomas P. Mason, and each of them, his true and lawful attorney-in-fact and agents, with full power to act without the other, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and any and all other documents in connection therewith, with the Securities and Exchange Commission and any national exchange or self-regulatory agency, and to do and perform any and all acts and things requisite and necessary to be done in connection with the foregoing as fully as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated:

Signature	Title	Date
/s/ Kelcy L. Warren Kelcy L. Warren	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	December 10, 2014
/s/ Martin Salinas, Jr. Martin Salinas, Jr.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 10, 2014
/s/ Marshall S. McCrea, III Marshall S. McCrea, III	President, Chief Operating Officer and Director	December 10, 2014
/s/ Paul E. Glaske Paul E. Glaske	Director	December 10, 2014
/s/ Ted Collins, Jr. Ted Collins, Jr.	Director	December 10, 2014
/s/ Michael K. Grimm Michael K. Grimm	Director	December 10, 2014
/s/ Jamie Welch Jamie Welch	Director	December 10, 2014
/s/ David K. Skidmore David K. Skidmore	Director	December 10, 2014

EXHIBIT INDEX

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| 4.2 | Second Amended and Restated Agreement of Limited Partnership of Energy Transfer Partners, L.P. (formerly named Heritage Propane Partners, L.P.) dated as of July 28, 2009 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed July 29, 2009). |
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4.17 Form of Senior Indenture of Energy Transfer Partners, L.P. (incorporated by reference to Exhibit 4.11 to the Registrant's Form S-3 filed August 9, 2006).

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4.18	Form of Subordinated Indenture of Energy Transfer Partners, L.P. (incorporated by reference to Exhibit 4.12 to the Registrant's Form S-3 filed August 9, 2006).
4.19	Fourth Supplemental Indenture dated as of June 29, 2006 to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P, the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.13 to the Registrant's Form 10-K filed November 13, 2006).
4.20	Fifth Supplemental Indenture dated as of October 23, 2006 to Indenture dated January 18, 2005, among Energy Transfer Partners, L.P, the subsidiary guarantors named therein and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed October 25, 2006).
4.21	Sixth Supplemental Indenture dated March 28, 2008, by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed March 31, 2008).
4.22	Seventh Supplemental Indenture dated December 23, 2008, by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed December 23, 2008).
4.23	Eighth Supplemental Indenture dated April 7, 2009, by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed April 7, 2009).
4.24	Ninth Supplemental Indenture dated as of May 12, 2011, to the Indenture dated January 18, 2005, by and between Energy Transfer Partners, L.P. and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed May 12, 2011).
4.25	Tenth Supplemental Indenture dated as of January 17, 2012, to the Indenture dated January 18, 2005, by and between Energy Transfer Partners, L.P. and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed January 17, 2012).
4.26	Eleventh Supplemental Indenture dated as of January 22, 2013 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed January 23, 2013).
4.27	Twelfth Supplemental Indenture dated as of June 24, 2013 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed June 26, 2013).
4.28	Thirteenth Supplemental Indenture dated as of September 19, 2013 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed September 19, 2013).
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Exhibit Number Description

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|-------|--|
| 4.33 | First Supplemental Indenture, dated as of October 5, 2012, among Energy Transfer Partners, L.P., Sunoco, Inc. and U.S. Bank National Association, as successor trustee to Citibank, N.A., to the Indenture, dated as of June 30, 2000 (incorporated by reference to Exhibit 4.7 to the Registrant's Form 8-K filed October 5, 2012). |
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| 4.36 | Second Amended and Restated Energy Transfer Partners, L.P. 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on October 24, 2014). |
| 5.1* | Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered. |
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*Filed herewith.