

Energy Transfer Equity, L.P.
Form 425
June 16, 2011

**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

Date of Report (Date of earliest event reported): **June 16, 2011**

SOUTHERN UNION COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-6407
(Commission File Number)

75-0571592
(I.R.S. Employer Identification
No.)

5444 Westheimer Road
(Address of principal executive offices)

77056-5306
(Zip Code)

Registrant's telephone number, including area code: **(713) 989-2000**

N/A

(Former name or former address, if changed since last report)

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:

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- 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))
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Item 7.01 Regulation FD Disclosure.

On June 16, 2011, Southern Union Company (the Company) and Energy Transfer Equity, L.P. (ETE) issued a joint press release announcing that the two companies have entered into a definitive merger agreement pursuant to which ETE will acquire the Company for \$7.9 billion, including approximately \$3.7 billion of existing SUG debt. Under the terms of the merger agreement, the Company's stockholders will exchange their common shares for newly issued Series B Units of ETE with a value of \$33.00 per share, or approximately \$4.2 billion. Additionally, in the press release, ETE and the Company announced a joint investor call for the same date at 9 a.m. (ET) to discuss the merger.

Copies of the joint press release and the presentation to be used on the investor call are furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference. Interested parties can also review the investor presentation by visiting our web site at: <http://www.sug.com>.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibits 99.1 and 99.2 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 8.01 Other Events.

To the extent required, the information included in Item 7.01 of this Form 8-K is hereby incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
No.**

Description

- | | |
|-------|---|
| 99.1* | Joint Press Release issued by Southern Union Company and Energy Transfer Equity, L.P. on June 16, 2011. |
| 99.2* | Joint Investor Presentation of Southern Union Company and Energy Transfer Equity, L.P. dated as of June 16, 2011. |

* In accordance with general instruction B.2 to Form 8-K, the information in this Form 8-K under Item 7.01 (Regulation FD Disclosure) shall be deemed furnished and not filed with the SEC for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

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.

June 16, 2011

By:

SOUTHERN UNION COMPANY

/s/ Robert M. Kerrigan, III

Robert M. Kerrigan, III

Vice President, Assistant General Counsel & Secretary

EXHIBIT INDEX

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