
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): December 22, 2009

ENERGY TRANSFER EQUITY, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-32740

(Commission File Number)

30-0108820

(IRS Employer Identification No.)

3738 Oak Lawn

Dallas, Texas

(Address of principal executive offices)

75219

(Zip Code)

Registrant's telephone number, including area code: **(214) 981-0700**

(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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 23, 2009, Dan L. Duncan, Ralph S. Cunningham and Marshall S. (Mackie) McCrea, III, were appointed as directors of LE GP, LLC, the general partner of Energy Transfer Equity, L.P. (ETE) by the members of LE GP, LLC pursuant to the provisions of the Amended and Restated Limited Liability Company Agreement of LE GP, LLC (LE GP LLC Agreement). In addition, on December 23, 2009, Kenneth A. Hersh requested that he not be considered for re-appointment to the Board of Directors of LE GP, LLC.

Mr. Duncan is Chairman and a director of EPE Holdings, LLC, the general partner of Enterprise GP Holdings L.P. (EPE); Chairman and a director of Enterprise Products GP, LLC, the general partner of Enterprise Products Partners L.P. (EPD); Chairman and a director of Enterprise Products Operating LLC; and Group Co-Chairman of EPCO, Inc. TEPPCO Partners, L.P. (TEPPCO) is also an affiliate of EPE. Dr. Cunningham is the President and Chief Executive Officer of EPE Holdings, LLC, the general partner of EPE. These entities and other affiliates of EPE are referred to herein collectively as the "Enterprise Entities." Mr. Duncan directly or indirectly beneficially owns various interests in the Enterprise Entities, including various general partner interests and approximately 77.1% of the common units of EPE, and approximately 34% of the common units of EPD. On October 26, 2009, TEPPCO became a wholly-owned subsidiary of EPD.

On May 7, 2007, EPE acquired common units representing approximately 17% of the outstanding units of ETE and a 34.9% equity interest in LE GP, LLC. On January 30, 2009, Natural Gas Partners VI, L.P., a private equity investor in ETE prior to ETE's initial public offering, sold or distributed to its partners, all of its equity interest in LE GP, LLC to EPE and the other members of LE GP, LLC. EPE currently owns a non-controlling 40.6% equity interest in LE GP, LLC.

The propane operations of Energy Transfer Partners, L.P. (ETP), the general partner of which is owned by ETE, routinely enter into purchases and sales of propane with certain of the Enterprise Entities, including purchases under a long-term contract of Titan Energy Partners, L.P., a subsidiary of ETP (Titan), to purchase substantially all of its propane requirements through certain of the Enterprise Entities. This agreement was in effect prior to ETP's acquisition of Titan in 2006 and expires in 2010.

From time to time, ETP's natural gas operations purchase from, and sell to, the Enterprise Entities natural gas and natural gas liquids (NGLs), in the ordinary course of business. An ETP operating unit has a monthly natural gas storage contract with TEPPCO. ETP's natural gas operations and the Enterprise Entities transport natural gas on each other's pipelines and share operating expenses on jointly-owned pipelines.

The volumes and dollar amounts (both in thousands) involved in transactions between ETP and the Enterprise Entities during the nine-month period ended September 30, 2009 were as follows:

	<u>Product</u>	<u>Volumes</u>	<u>Dollars</u>
Nine Months Ended September 30, 2009			
Propane Operations:			
Sales to Enterprise Entities	Propane (gallons)	20,370	\$ 14,046
	Derivative Activity	—	277
Purchases from Enterprise Entities	Propane (gallons)	206,344	\$ 181,853
	Derivative Activity	—	38,392
Natural Gas Operations:			
Sales to Enterprise Entities	NGLs (gallons)	368,652	\$ 259,417
	Natural Gas (MMBtu)	7,476	27,165
	Fees	—	(3,236)
Purchases from Enterprise Entities	Natural Gas Imbalances (MMBtu)	617	\$ 1,903
	Natural Gas (MMBtu)	7,089	27,359
	Fees	—	42

There are no arrangements or understandings with ETE, or any other persons, pursuant to which Mr. Duncan and Dr. Cunningham were appointed as directors of LE GP, LLC. Neither Mr. Duncan nor Dr. Cunningham is currently expected to be named to any committees of the board of directors of LE GP, LLC.

Mr. McCrea has served as the President and Chief Operating Officer of ETP's general partner since June 2008. Prior to that, he served as President — Midstream from March 2007 to June 2008. Previously, since the combination of ETP's midstream and propane operations in January 2004, Mr. McCrea served as the Senior Vice President — Commercial Development over the midstream operations. Before January 2004, Mr. McCrea served as Senior Vice President — Business Development and Producer Services of ETP's midstream operations, having served in that capacity since 1997. There are no arrangements or understandings with ETE, or any other persons, pursuant to which Mr. McCrea was appointed as a director of LE GP, LLC. Mr. McCrea is not currently expected to be named to any committees of the board of directors of LE GP, LLC. Mr. McCrea has also been appointed to the board of directors of ETP's general partner.

Mr. Hersh has requested that he not be considered for re-appointment to the Board of Directors of LE GP, LLC, the general partner of ETE. He will cease to serve on the board effective December 23, 2009. Mr. Hersh is the Chief Executive Officer of NGP Energy Capital Management and is a managing partner of Natural Gas Partners private equity funds. Natural Gas Partners VI, L.P. was a private equity investor in ETE prior to its initial public offering and has subsequently sold, or distributed to its partners, all of the equity interests it owned in ETE. David R. Albin, a managing partner of Natural Gas Partners, will continue to serve as a director of LE GP, LLC. Mr. Hersh's decision was based on business-related time constraints and was not due to any disagreement with ETE or its general partner relating to the operations, practices or policies of ETE. As discussed below under Item 5.03, the members of LE GP, LLC have increased the size of the Board of Directors to 11 members, and all eight of the remaining current directors other than Mr. Hersh have been re-appointed.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 23, 2009, the members of LE GP, LLC, the general partner of ETE, approved an amendment to the LE GP LLC Agreement, and this amendment became effective on December 23, 2009. This amendment changes the maximum number of persons that may serve on LE GP, LLC's board of directors from 10 to 11. A copy of the amendment to the LE GP LLC Agreement is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On December 23, 2009, ETE issued a press release announcing the appointment of Messrs. Duncan, Cunningham and McCrea to the board of directors of LE GP, LLC, the general partner of ETE. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On December 22, 2009, the board of directors of LE GP, LLC and the board of directors of Energy Transfer Partners, L.L.C., the general partner of the general partner of ETP, adopted an Amended and Restated Statement of Policies Relating to Enterprise GP Holdings, L.P., a copy of which is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of the Exhibit</u>
3.1	Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of LE GP, LLC, dated December 23, 2009.
99.1	Energy Transfer Equity, L.P. Press Release, dated December 23, 2009.
99.2	Amended and Restated Statement of Policies Relating to Enterprise GP Holdings, L.P.

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

By: /s/ John W. McReynolds

John W. McReynolds

President and Chief Financial Officer

Dated: December 23, 2009

AMENDMENT NO. 1
TO
AMENDED & RESTATED LIMITED LIABILITY COMPANY AGREEMENT
OF
LE GP, LLC

This Amendment No. 1 (this “Amendment No. 1”) to the Amended & Restated Limited Liability Company Agreement of LE GP, LLC (the “Company”), dated as of May 7, 2007 (the “LLC Agreement”) is hereby adopted, executed and agreed to, by and among Ray C. Davis (“Davis”), and Kelcy Warren (“Warren”), each of whom is an individual residing in Texas, and Enterprise GP Holdings, L.P., a Delaware limited partnership (“EPE”). The parties hereto shall be referenced individually as a “Member” or “Party” and collectively as “Members” or “Parties.” Capitalized terms used but not defined herein are used as defined in the LLC Agreement.

WHEREAS, the Members desire to amend the LLC Agreement to increase the number of natural persons that may serve on the Board of Directors of the Company from ten to eleven, which increase shall be effective upon the date of this Amendment No. 1; and

WHEREAS, acting pursuant to the power and authority granted to them under Section 13.4 of the LLC Agreement, the Members have determined that the following amendment is in the best interest of the Company;

NOW, THEREFORE, the Members do hereby amend the LLC Agreement as follows:

Section 1. Amendment.

(a) Section 6.2(a) is hereby amended and restated as follows:

“*Generally*. The Board of Directors shall consist of not less than five nor more than eleven natural persons. The members of the Board of Directors shall be appointed by the Members constituting a Two-Thirds Interest, *provided* that at least three of such Directors shall meet the independence, qualification and experience requirements of the New York Stock Exchange and Section 10A(m)(3) of the Securities Exchange Act of 1934 (or any successor Law), the rules and regulations of the SEC, other Applicable Law and the charter of the Audit and Conflicts Committee (each, an “**Independent Director**”); *provided, however*, that if at any time at least three of the Directors are not Independent Directors, the Board of Directors shall still have all powers and authority granted to it hereunder, and the Members acting with the approval of a Two-Thirds Interest shall endeavor to elect, as soon as practicable, such additional Independent Directors as required to come into compliance with this Section 6.2(a).”

Section 2. General Authority. The appropriate officers of the Company are hereby authorized to make such further clarifying and conforming changes to the LLC Agreement as they deem necessary or appropriate, and to interpret the LLC Agreement, in order to give effect to the intent and purpose of this Amendment No. 1.

Section 3. Ratification of LLC Agreement. Except as expressly modified and amended herein, all of the terms and conditions of the LLC Agreement shall remain in full force and effect.

Section 4. Governing Law. This Amendment No. 1 will be governed by and construed in accordance with the laws of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Members have executed this Amendment No. 1 as of this 23rd day of December, 2009.

MEMBERS:

/s/ Ray C. Davis

Ray C. Davis

/s/ Kelcy L. Warren

Kelcy L. Warren

Enterprise GP Holdings, L.P.

By: EPE Holdings, LLC,
its General Partner

By: /s/ Richard H. Bachmann

Name: Richard H. Bachmann

Title: Executive Vice President and
Chief Legal Officer

COMPANY:

LE GP, LLC

By: /s/ John W. McReynolds

Name: John W. McReynolds

Title: President and Chief Financial Officer



**ENERGY TRANSFER
ANNOUNCES APPOINTMENT OF NEW DIRECTORS**

DALLAS — December 23, 2009 — Energy Transfer Equity, L.P. (NYSE:ETE) today announced that Mr. Dan L. Duncan, Dr. Ralph S. Cunningham, and Mr. Marshall S. (Mackie) McCrea have been appointed as directors of LE GP, LLC, the general partner of ETE, effective immediately. In addition, **Energy Transfer Partners, L.P. (NYSE:ETP)** announced that Mr. McCrea has been appointed to the board of directors of Energy Transfer Partners, L.L.C., its general partner.

Mr. Duncan currently serves as the Chairman of EPE Holdings, LLC, the general partner of Enterprise GP Holdings L.P. (NYSE: EPE) and Dr. Cunningham currently serves as President and Chief Executive Officer of EPE Holdings, LLC. EPE owns general and limited partner interests in two publicly traded partnerships: Enterprise Products Partners, L.P. and ETE. EPE owns approximately 40.6 percent of the member interests in LE GP, LLC and approximately 17.6 percent of the common units of ETE.

Mr. McCrea is President and Chief Operating Officer of ETP and has been with Energy Transfer since 1996.

Separately, the Partnerships announced that, due to time constraints on his other business-related matters, Kenneth A. Hersh has requested he not be considered for re-appointment to the board of directors of ETP or ETE. Mr. Hersh is currently the Chief Executive Officer of NGP Energy Capital Management and is managing partner of Natural Gas Partners private equity funds. Natural Gas Partners VI, L.P. was a private equity investor in ETE prior to its initial public offering. David R. Albin, a managing partner of Natural Gas Partners, will continue to serve as a director of ETP and ETE.

Energy Transfer Equity, L.P. (NYSE:ETE) is a publicly traded partnership, which owns the general partner of Energy Transfer Partners, L.P. and approximately 62.5 million ETP limited partner units.

Energy Transfer Partners, L.P. (NYSE:ETP) is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP has pipeline operations in Arizona, Colorado, Louisiana, New Mexico, and Utah, and owns the largest intrastate pipeline system in Texas. ETP's natural gas operations include gathering and transportation pipelines, treating and processing assets, and three storage facilities located in Texas. ETP currently has more than 17,500 miles of pipeline in service and has a 50% interest in joint ventures that have approximately 500 miles of interstate pipeline in service. ETP is also one of the three largest retail marketers of propane in the United States, serving more than one million customers across the country.

The information contained in this press release is available on our website at www.energytransfer.com.

Contacts:

Investor Relations:

Brent Ratliff
Energy Transfer
214-981-0700 (office)

Media Relations:

Vicki Granado
Granado Communications Group
214-504-2260 (office)
214-498-9272 (cell)

**AMENDED AND RESTATED
STATEMENT OF POLICIES RELATING TO
ENTERPRISE GP HOLDINGS, L.P.**

This Amended and Restated Statement of Policies Related to Enterprise GP Holdings, L.P. (the "Statement") specifies the policies and procedures that have been adopted by Energy Transfer Equity, L.P. ("ETE") and Energy Transfer Partners, L.P. ("ETP"), as authorized and approved by their respective general partners as of December 22, 2009, to address potential conflicts among, and protect the confidential information of, ETE, ETP and their subsidiaries (collectively, the "Energy Transfer Entities"), on the one hand, and Enterprise GP Holdings L.P. and its affiliates (collectively, the "Enterprise Entities"), on the other hand.

Corporate Governance

Independent Directors. Each of LE GP, LLC, in its capacity as the general partner of ETE ("ETE GP"), or Energy Transfer Partners, L.L.C., in its capacity as the general partner of Energy Transfer Partners GP, L.P., the general partner of ETP ("ETP GP"), will have at least three Independent Directors on its board of directors.

Directors and Invited Guests to Board Meetings. No director or employee of ETE GP or ETP GP will serve on the board of directors of EPE Holdings, LLC, the general partner of Enterprise GP Holdings L.P., or any successor thereto ("EPE GP"), and no director, officer, employee or other representative of any of the Enterprise Entities (each such person, an "Enterprise Representative") will serve on the board of directors of ETE GP or ETP GP; provided, however, that ETE GP may appoint no more than two individuals who are Enterprise Representatives to serve on the board of directors of ETE GP subject to (i) the restriction related to Commercially Sensitive Information set forth in this Statement, (ii) such individual's acknowledgement and agreement that, in the event that any of the relevant antitrust authorities require any such individual to terminate such individual's position as a director of any of the Energy Transfer Entities or the Enterprise Entities based on antitrust law, such individual will promptly resign from the board of directors of the Energy Transfer Entities, and (iii) such person's written acknowledgement of such restriction in the form provided in Appendix A to this Statement. In addition, the participation by any Enterprise Representative as an invited guest at any meeting of the board of directors of ETE GP or of any other Energy Transfer Entity, will also be subject to (i) the restriction related to Commercially Sensitive Information set forth in this Statement and (ii) such person's written acknowledgement of such restriction in the form provided in Appendix A to this Statement.

Separate Employees

None of the Energy Transfer Entities will employ any person who is, or was within the prior six months, an employee of any of the Enterprise Entities without prior approval of the Chief Executive Officer, Chief Financial Officer or General Counsel of ETP.

Transactions Between Enterprise Entities and Energy Transfer Entities

Any material transaction between any of the Enterprise Entities, on the one hand, and the Energy Transfer Entities, on the other hand, will require the prior approval of the Conflicts Committee of the Board of Directors of ETE GP if the transaction relates to ETE or the Conflicts Committee of the Board of Directors of ETP GP if the transaction relates to ETP.

Screening of Commercially Sensitive Information

The Energy Transfer Entities will take reasonable precautions to ensure that the Energy Transfer Entities do not provide information to any of the Enterprise Entities, or any of their respective directors, officers, employees or representatives (including any such person who serves as a member of the board of directors of any of the Energy Transfer Entities), that any of the Screening Officers of the Energy Transfer Entities reasonably determine in good faith to be Commercially Sensitive Information related to the Energy Transfer Entities.

Any director, officer, employee or representative of any of the Enterprise Entities who attends a board meeting of any of the Energy Transfer Entities must take reasonable precautions not to provide, at, in connection with, or arising out of such meeting or such attendance, Commercially Sensitive Information relating to any of the Enterprise Entities to any of the Energy Transfer Entities or its representatives, employees, officers or directors.

Definitions

For purposes of this statement, capitalized terms used but not defined above shall have the following meanings:

“*Commercially Sensitive Information*” shall mean, with respect to any Person, information about Commercial Development Activities or other competitively sensitive information of such Person related to Potentially Overlapping Business including, without limitation, (i) information regarding prices, costs, margins, volumes and contractual terms for any current or potential customer, (ii) any method, tool or computer program used to determine prices for any asset or service, (iii) all plans or strategies used or adopted to negotiate, target or identify a current or potential customer or group of customers for any asset or service or to expand existing service offerings or offer a new service, (iv) all information regarding plans and prospective budgets to expand or build a new facility, (v) all information regarding a proposal to buy an existing facility, and (vi) information related to the capacity and capacity utilization of any facility; provided, however, that Commercially Sensitive Information related to a Person shall not include any information that is otherwise in the public domain.

“Commercial Development Activities” shall mean information with respect to (i) proposed changes to or transactions involving any Potentially Overlapping Business, (ii) any plans and strategies dealing with Potentially Overlapping Business and (iii) any opportunities to construct or acquire, directly or indirectly (including, without limitation, by means of joint venture or by means of acquisition of assets, equity interest in an entity, contractual rights to capacity or use, or otherwise), any interstate or intrastate natural gas pipeline, interstate or intrastate natural gas liquids pipeline, natural gas gathering system, natural gas treating, processing or fractionating facilities, natural gas storage facility, or any other midstream natural gas assets or facilities; any wholesale or retail propane facility or business; any other midstream or natural gas related assets, such as compression facilities, shipping facilities or marketing assets.

“Independent Director” shall mean an individual director who meets the independence, qualification and experience requirements established by the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission thereunder, and by The New York Stock Exchange applied to such director as if he or she were a director of any of the Enterprise Entities and either ETE GP (if such director is a director of ETE GP) or ETP GP (if such director is a director of ETP GP).

“Person” means any corporation, partnership or other entity.

“Potentially Overlapping Business” shall mean such assets, business operations or strategies of the Energy Transfer Entities as determined by ETE or ETP, from time to time, to be significantly or potentially competitive with assets, business operations or strategies of the Enterprise Entities.

“Screening Officer” shall mean any of the Chief Executive Officer, President, Chief Financial Officer, General Counsel or Chief Compliance Officer of either ETE or ETP, or their respective designees.

APPENDIX A

**ACKNOWLEDGEMENT OF PROVISIONS RELATED TO SCREENING OF
COMMERCIALLY SENSITIVE INFORMATION**

I, _____, certify as to the following:

- A. I acknowledge and accept the terms and conditions of the Amended and Restated Statement of Policies Relating to Enterprise GP Holdings L.P., entered into by Energy Transfer Equity, L.P., and Energy Transfer Partners, L.P., dated December 22, 2009 (hereinafter the "Statement");
- B. I understand that my access to Commercially Sensitive Information (as that term is defined in the Statement) of any of the Energy Transfer Entities is governed by, and subject to, the provisions relating to the "Screening of Commercially Sensitive Information" set forth in the Statement;
- C. I agree to be bound by the provisions relating to the "Screening of Commercially Sensitive Information" set forth in the Statement; and
- D. I agree not to provide to any of the directors, officers, employees or other representatives of any of the Energy Transfer Entities (as defined in the Statement) any Commercially Sensitive Information related to any of the Enterprise Entities.

Printed Name

Signature

Position/Title

Name of Company

Executed this _____ day of _____, _____.