

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

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

INERGY, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

43-1918951
(I.R.S. Employer
Identification No.)

Two Brush Creek Boulevard, Suite 200, Kansas City, Missouri
(Address of principal executive offices)

64112
(Zip Code)

Inergy Long Term Incentive Plan
(Full title of the plan)

Laura L. Ozenberger
Senior Vice President -General Counsel & Secretary
Inergy, L.P.

Two Brush Creek Boulevard, Suite 200
Kansas City, MO 64112
(Name and address of agent for service)

(816) 842-8181
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Units representing limited partnership interests (1)	3,264,900(1)(2)	\$ 31.48(3)	\$ 102,779,052(3)	\$ 4,040

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers and indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) In accordance with Rule 416 under the Securities Act of 1933, this Registration Statement also relates to such additional and indeterminable number of Common Units that may become issuable in order to prevent dilution due to unit splits or similar transactions involving Common Units.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, whereby the per unit price was determined by reference to the average of the high and low price of the Common Units reported in the Nasdaq National Market on January 8, 2008.

EXPLANATORY NOTE

On February 10, 2006 Inergy, L.P. filed as registration statement on Form S-8 (File No. 333-131767) with the Securities and Exchange Commission (“SEC”) registering up to 1,735,100 common units pursuant to the Inergy Long Term Incentive Plan (the “LTIP”). On September 11, 2007, the compensation committee of the board or directors of Inergy GP, LLC, the managing general partner of the registrant, approved an amendment to the LTIP. The amendment increased the aggregate number of common units that may be issued under the LTIP from 1,735,100 to 5,000,000 and eliminated the limitation on the number of common units that may be issued pursuant to phantom unit awards. The purpose of this registration statement is to register the additional 3,264,900 common units available for issuance under the LTIP. Pursuant to General Instruction E to Form S-8, the contents of the LTIP are incorporated herein by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The SEC allows Inergy, L.P. to “incorporate by reference” the information that it files with the SEC, which means:

- incorporated documents are considered part of this registration statement;
- we can disclose important information by referring the reader to these documents, which may be documents that we previously have filed with the SEC or that we will file with the SEC in the future; and
- information that we file with the SEC will automatically update and supersede this registration statement and any previously incorporated information.

Inergy, L.P. incorporates by reference the documents or portions of documents listed below which were filed with the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- annual report on Form 10-K of Inergy, L.P. for the fiscal year ended September 30, 2007, filed with the SEC on November 29, 2007; and
- the description of Inergy, L.P.’s common units contained in the registration statement on Form 8-A filed by Inergy, L.P. with the SEC on March 15, 2001, which is incorporated into that registration statement by reference to the description of such common units set forth under the captions “Prospectus Summary,” “Cash Distribution Policy,” “Description of the Common Units,” “The Partnership Agreement” and “Tax Considerations” in the prospectus forming a part of the registration statement on Form S-1 (Reg. No. 333-56976) filed by Inergy, L.P. with the SEC on March 14, 2001, and any subsequent amendment to that registration statement filed for the purpose of updating that description.

Inergy, L.P. also incorporates by reference filings with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, that are filed with the SEC after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold.

Item 8. Exhibits.

The following Exhibits are filed as a part of this registration statement:

<u>Exhibit Number</u>	<u>Description</u>
4.1*	Inergy Long Term Incentive Plan (as amended and restated September 11, 2007) filed as Exhibit 10.1 to Inergy L.P.'s Current Report on Form 8-K filed on September 14, 2007.
5.1	Opinion of legal counsel.
23.1	Consent of Ernst & Young LLP.
24.1*	Powers of Attorney (included on the signature page of this registration statement).

* Indicates document previously filed.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereto) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing 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 Kansas City, State of Missouri, on January 11, 2008.

INERGY, L.P.

(Registrant)

By: Inergy GP, LLC
(its managing general partner)

By: /s/ Laura L. Ozenberger

Laura L. Ozenberger
Sr. Vice President - General Counsel & Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and January 11, 2008:

<u>Signatures</u>	<u>Title</u>
<u>/s/ John J. Sherman</u> John J. Sherman	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ R. Brooks Sherman, Jr.</u> R. Brooks Sherman, Jr.	Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)
<u>/s/ Phillip L. Elbert</u> Phillip L. Elbert	Director
<u>Warren H. Gfeller</u>	Director
<u>/s/ Arthur B. Krause</u> Arthur B. Krause	Director
<u>/s/ Robert A. Pascal</u> Robert A. Pascal	Director
<u>/s/ Robert D. Taylor</u> Robert D. Taylor	Director

EXHIBIT INDEX

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5.1	Opinion of counsel as to the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of legal counsel (included in Exhibit 5.1).
24.1*	Power of Attorney

* Indicates document previously filed

January 11, 2008

Inergy, L.P.
Two Brush Creek Boulevard, Suite 200
Kansas City, Missouri 64112

Re: Inergy, L.P.
Registration Statement on Form S-8

Ladies and Gentlemen:

I am Senior Vice President—General Counsel and Secretary of Inergy GP, LLC, the managing general partner of Inergy L.P., a Delaware limited partnership (the “Partnership”), and, as such, am familiar with the proceedings taken by the Board of Directors of the managing general partner of the Partnership with respect to the approval and adoption of the Inergy Long Term Incentive Plan, as amended September 11, 2007 (the “Plan”). At the request of the Partnership, I am furnishing this opinion letter to you in connection with the registration under the Securities Act of 1933, as amended (the “Act”), of 3,264,900 common units (the “Common Units”) representing limited partner interests in the Partnership, which Common Units are proposed to be offered pursuant to the Plan.

As the basis for the opinions hereinafter expressed, I have examined the Plan, the Partnership’s registration statement on Form S-8 (the “Registration Statement”), which is to be filed on or about the date hereof with the Securities and Exchange Commission under the Act, the Amended and Restated Agreement of Limited Partnership of the Partnership (the “Partnership Agreement”), and such other instruments and documents as I have deemed necessary or appropriate for purposes of the opinions expressed in this letter. In addition, I have reviewed certain certificates of officers of the general partner of the Partnership and of public officials, and I have relied on such certificates with respect to certain factual matters that I have not independently established.

Based upon the foregoing and subject to the limitations and assumptions set forth herein, I am of the opinion that:

1. The Partnership has been duly formed and is validly existing as a limited partnership under the Delaware Revised Uniform Limited Partnership Act.
2. All of the Common Units to be offered by means of the Registration Statement have been duly authorized in accordance with the Partnership Agreement and, if and when such Common Units are issued in the manner permitted by the Plan, such Common Units will be legally issued and fully paid and non-assessable, except as such non-assessability may be affected by 17-607 of the Delaware Revised Uniform Limited Partnership Act.

The opinions expressed herein are qualified in the following respects:

- (A) I have assumed that (i) each document submitted to me for review is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original and all signatures on each such document are genuine, and (ii) each certificate from governmental officials reviewed by me is accurate, complete and authentic, and all official public records are accurate and complete.
- (B) The opinions expressed in this letter are limited in all respects to the laws of the United States of America and the Delaware Revised Uniform Limited Partnership Act.

I hereby consent to the filing of this letter as an exhibit to the Registration Statement and further consent to the use of my name in Item 5 of Part II of the Registration Statement. In giving this consent, I do not admit that I am within the category of persons whose consent is required by Section 7 of the Securities Act of 1933 or other rules and regulations of the Securities and Exchange Commission issued thereunder.

Respectfully submitted,

/s/ Laura L. Ozenberger

Senior Vice President - General Counsel & Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Inergy Long Term Incentive Plan of our reports dated November 26, 2007 with respect to the consolidated financial statements and schedule of Inergy, L.P. and Subsidiaries and the effectiveness of internal control over financial reporting of Inergy, L.P. and Subsidiaries, included in Inergy L.P.'s Annual Report (Form 10-K) for the year ended September 30, 2007, and of our report dated November 26, 2007 with respect to the balance sheet of Inergy GP, LLC included as Exhibit 99.1 in Inergy L.P.'s Annual Report (Form 10-K) for the year ended September 30, 2007, filed with the Securities and Exchange Commission.

/S/ ERNST & YOUNG LLP

Kansas City, Missouri

January 9, 2008