

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

November 7, 2017  
Date of Report (Date of earliest event reported)

**ENERGY TRANSFER EQUITY, L.P.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-32740**  
(Commission File Number)

**30-0108820**  
(IRS Employer Identification Number)

**8111 Westchester Drive, Suite 600,**  
**Dallas, Texas 75225**  
(Address of principal executive offices) (zip code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02. Results of Operations and Financial Condition.**

On November 7, 2017, Energy Transfer Equity, L.P. (the “Partnership”) issued a press release announcing its financial and operating results for the third quarter ended September 30, 2017. A copy of this press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 2.02 and in the attached exhibit shall be deemed to be “furnished” and not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits.** In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

**Exhibit Number****Description of the Exhibit**[Exhibit 99.1](#)[Energy Transfer Equity, L.P. Press Release dated November 7, 2017](#)

**SIGNATURE**

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, L.L.C., its General Partner

Date: November 7, 2017

By: /s/ Thomas E. Long

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Thomas E. Long

Group Chief Financial Officer (duly  
authorized to sign on behalf of the registrant)

## Exhibit Index

**Exhibit Number**

**Description of the Exhibit**

[Exhibit 99.1](#)

[Energy Transfer Equity, L.P. Press Release dated November 7, 2017](#)



# ENERGY TRANSFER

## ENERGY TRANSFER EQUITY REPORTS THIRD QUARTER RESULTS

**Dallas - November 7, 2017 - Energy Transfer Equity, L.P. (NYSE:ETE)** (“ETE” or the “Partnership”) today reported financial results for the quarter ended September 30, 2017.

ETE’s net income attributable to partners was \$252 million for the three months ended September 30, 2017 compared to \$209 million for the three months ended September 30, 2016. Distributable Cash Flow, as adjusted, for the three months ended September 30, 2017 was \$271 million compared to \$281 million for the three months ended September 30, 2016. The decrease in Distributable Cash Flow, as adjusted, is primarily driven by a reduction in incentive distributions as previously agreed to between ETE and Energy Transfer Partners, L.P. (“ETP”). These incentive distribution waivers, the majority of which were originally provided to support ETP’s funding of its growth capital projects, are scheduled to reduce significantly as ETP’s projects are completed and ramp up in the near term.

The Partnership’s recent key accomplishments and other developments include the following:

- In October 2017, ETE issued \$1 billion aggregate principal amount of 4.25% senior notes due 2023. The \$990 million net proceeds from the offering are intended to be used to repay a portion of the outstanding indebtedness under its term loan facility and for general partnership purposes.
- In October 2017, ETE amended its existing senior secured term loan agreement to reduce the applicable margin for LIBOR rate loans from 2.75% to 2.0% and for base rate loans 1.75% to 1.0%.
- In October 2017, ETE announced a \$0.295 distribution per ETE common unit for the quarter ended September 30, 2017, or \$1.18 per unit on an annualized basis.
- As of September 30, 2017, ETE’s \$1.5 billion revolving credit facility had \$1.19 billion of outstanding borrowings and its leverage ratio, as defined by the credit agreement, was 3.45x.

The Partnership has scheduled a conference call for 8:00 a.m. Central Time, Wednesday, November 8, 2017 to discuss its third quarter 2017 results. The conference call will be broadcast live via an internet webcast, which can be accessed through [www.energytransfer.com](http://www.energytransfer.com) and will also be available for replay on the Partnership’s website for a limited time.

The Partnership’s principal sources of cash flow are derived from distributions related to its direct and indirect investments in the limited and general partner interests in Energy Transfer Partners, L.P. (“Post-Merger ETP”), including 100% of ETP’s incentive distribution rights, limited and general partner interests in Sunoco LP, as well as the Partnership’s ownership of Lake Charles LNG. In connection with the merger of Energy Transfer Partners, L.P. (“Legacy ETP”) and Sunoco Logistics in April 2017, the Legacy ETP Class H units were cancelled, and ETE now owns 27.5 million Post-Merger ETP Common Units (representing 2.5% of the total outstanding Post-Merger ETP common units). The Partnership’s primary cash requirements are for general and administrative expenses, debt service requirements and distributions to its partners.

**Energy Transfer Equity, L.P. (NYSE:ETE)** is a master limited partnership that owns the general partner and 100% of the incentive distribution rights (IDRs) of Energy Transfer Partners, L.P. (NYSE: ETP) and Sunoco LP (NYSE: SUN). ETE also owns Lake Charles LNG Company. On a consolidated basis, ETE’s family of companies owns and operates a diverse portfolio of natural gas, natural gas liquids, crude oil and refined products assets, as well as retail and wholesale motor fuel operations and LNG terminalling. For more information, visit the Energy Transfer Equity, L.P. website at [www.energytransfer.com](http://www.energytransfer.com).

**Energy Transfer Partners, L.P. (NYSE: ETP)** is a master limited partnership that owns and operates one of the largest and most diversified portfolios of energy assets in the United States. Strategically positioned in all of the major U.S. production basins, ETP owns and operates a geographically diverse portfolio of complementary natural gas midstream, intrastate and interstate transportation and storage assets; crude oil, natural gas liquids (NGL) and refined product transportation and terminalling assets;

NGL fractionation assets; and various acquisition and marketing assets. ETP's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE). For more information, visit the Energy Transfer Partners, L.P. website at [www.energytransfer.com](http://www.energytransfer.com).

**Sunoco LP (NYSE: SUN)** is a master limited partnership that operates 1,346 convenience stores and retail fuel sites and distributes motor fuel to 7,898 convenience stores, independent dealers, commercial customers and distributors located in 30 states. Our parent — Energy Transfer Equity, L.P. (NYSE: ETE) — owns SUN's general partner and incentive distribution rights. For more information, visit the Sunoco LP website at [www.sunocolp.com](http://www.sunocolp.com).

#### **Forward-Looking Statements**

This news release may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in the Partnership's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

The information contained in this press release is available on our website at [www.energytransfer.com](http://www.energytransfer.com).

#### **Contacts**

Energy Transfer

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**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In millions)  
(unaudited)

	September 30, 2017	December 31, 2016
<b><u>ASSETS</u></b>		
Current assets	\$ 10,689	\$ 6,985
Property, plant and equipment, net	59,267	53,253
Advances to and investments in unconsolidated affiliates	3,177	3,040
Other non-current assets, net	891	816
Intangible assets, net	6,195	5,489
Goodwill	5,161	5,170
Non-current assets held for sale	—	4,258
Total assets	<u>\$ 85,380</u>	<u>\$ 79,011</u>
<b><u>LIABILITIES AND EQUITY</u></b>		
Current liabilities	\$ 7,847	\$ 7,277
Long-term debt, less current maturities	44,495	42,608
Long-term notes payable – related company	—	250
Non-current derivative liabilities	132	76
Deferred income taxes	5,027	5,112
Other non-current liabilities	1,218	1,055
Liabilities associated with assets held for sale	—	68
Commitments and contingencies		
Preferred units of subsidiary	—	33
Redeemable noncontrolling interests	21	15
Equity:		
Total partners' deficit	(1,192)	(1,694)
Noncontrolling interest	27,832	24,211
Total equity	<u>26,640</u>	<u>22,517</u>
Total liabilities and equity	<u>\$ 85,380</u>	<u>\$ 79,011</u>

**ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In millions, except per unit data)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
REVENUES	\$ 9,474	\$ 7,705	\$ 27,637	\$ 21,227
COSTS AND EXPENSES:				
Cost of products sold	7,078	5,776	21,028	15,430
Operating expenses	636	526	1,779	1,540
Depreciation, depletion and amortization	632	548	1,840	1,596
Selling, general and administrative	142	209	484	515
Total costs and expenses	8,488	7,059	25,131	19,081
OPERATING INCOME	986	646	2,506	2,146
OTHER INCOME (EXPENSE):				
Interest expense, net	(505)	(474)	(1,471)	(1,336)
Equity in earnings of unconsolidated affiliates	92	49	228	205
Losses on extinguishments of debt	—	—	(25)	—
Impairment of investment in an unconsolidated affiliate	—	(308)	—	(308)
Losses on interest rate derivatives	(8)	(28)	(28)	(179)
Other, net	76	55	168	98
INCOME (LOSS) BEFORE INCOME TAX BENEFIT	641	(60)	1,378	626
Income tax benefit	(157)	(89)	(97)	(151)
INCOME FROM CONTINUING OPERATIONS	798	29	1,475	777
Income (loss) from discontinued operations, net of income taxes	6	12	(264)	24
NET INCOME	804	41	1,211	801
Less: Net income (loss) attributable to noncontrolling interest	552	(168)	508	39
NET INCOME ATTRIBUTABLE TO PARTNERS	252	209	703	762
General Partner's interest in net income	1	—	2	2
Convertible Unitholders' interest in income	11	2	25	3
Limited Partners' interest in net income	\$ 240	\$ 207	\$ 676	\$ 757
INCOME FROM CONTINUING OPERATIONS PER LIMITED PARTNER UNIT:				
Basic	\$ 0.22	\$ 0.20	\$ 0.64	\$ 0.72
Diluted	\$ 0.22	\$ 0.19	\$ 0.62	\$ 0.71
NET INCOME PER LIMITED PARTNER UNIT:				
Basic	\$ 0.22	\$ 0.20	\$ 0.63	\$ 0.72
Diluted	\$ 0.22	\$ 0.19	\$ 0.61	\$ 0.71
WEIGHTED AVERAGE NUMBER OF UNITS OUTSTANDING:				
Basic	1,079.1	1,045.5	1,077.9	1,045.0
Diluted	1,148.3	1,100.7	1,147.3	1,071.3



**ENERGY TRANSFER EQUITY, L.P.**  
**SUPPLEMENTAL INFORMATION**

(In millions)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Cash distributions from ETP associated with: <sup>(1)</sup></b>				
Limited partner interest	\$ 15	\$ 3	\$ 45	\$ 8
Class H Units	—	92	—	263
General partner interest	4	8	12	24
Incentive distribution rights	431	346	1,204	1,012
IDR relinquishments, net of distributions on Class I Units <sup>(2)</sup>	(163)	(127)	(482)	(271)
<b>Total cash distributions from ETP</b>	<b>287</b>	<b>322</b>	<b>779</b>	<b>1,036</b>
Cash distributions from Sunoco LP	30	22	84	66
<b>Total cash distributions from investments in subsidiaries</b>	<b>\$ 317</b>	<b>\$ 344</b>	<b>\$ 863</b>	<b>\$ 1,102</b>
<b>Distributable cash flow attributable to Lake Charles LNG:</b>				
Revenues	\$ 49	\$ 50	\$ 148	148
Operating expenses	(6)	(4)	(15)	(13)
Maintenance capital expenditures	(1)	—	(1)	—
Selling, general and administrative expenses	—	(1)	(2)	(2)
<b>Distributable cash flow attributable to Lake Charles LNG</b>	<b>\$ 42</b>	<b>\$ 45</b>	<b>\$ 130</b>	<b>\$ 133</b>
<b>Expenses of the Parent Company on a cash basis:</b>				
Selling, general and administrative expenses, excluding certain non-cash expenses	\$ 2	\$ 17	\$ 19	72
Management fee to ETP <sup>(3)</sup>	—	24	5	72
Interest expense, net of amortization of financing costs, interest income, and realized gains and losses on interest rate swaps	87	78	251	235
<b>Total Parent Company expenses</b>	<b>\$ 89</b>	<b>\$ 119</b>	<b>\$ 275</b>	<b>\$ 379</b>
<b>Cash distributions to be paid to the partners of ETE:</b>				
Distributions to be paid to limited partners <sup>(4)</sup>	\$ 257	\$ 241	\$ 757	\$ 721
Distributions to be paid to general partner	—	1	2	2
<b>Total cash distributions to be paid to the partners of ETE</b>	<b>\$ 257</b>	<b>\$ 242</b>	<b>\$ 759</b>	<b>\$ 723</b>
<b>Common units outstanding — end of period</b>	<b>1,079.1</b>	<b>1,047.0</b>	<b>1,079.1</b>	<b>1,047.0</b>

<sup>(1)</sup> Following the merger of Legacy ETP and Sunoco Logistics in April 2017, the Post-Merger ETP partnership agreement contains distribution requirements consistent with those of Sunoco Logistics prior to the merger.

<sup>(2)</sup> IDR relinquishments for the three months ended September 30, 2017 include the impact of incentive distribution reductions agreed to between ETE and Legacy ETP in addition to incentive distribution reductions previously agreed to between Legacy ETP and Sunoco Logistics.

<sup>(3)</sup> ETE previously paid Legacy ETP certain fees for management services under agreements expired in the first quarter of 2017.

<sup>(4)</sup> Includes distributions of \$0.11 per common unit for the three months ended September 30, 2017 and 2016, and \$0.33 per common unit for the nine months ended September 30, 2017 and 2016, to unitholders who elected to participate in a plan to forgo a portion of their future potential cash distributions on common units for a period of up to nine fiscal quarters, commencing

with the distributions for the quarter ended March 31, 2016, and reinvest those distributions in ETE Series A convertible preferred units representing limited partner interests in the Partnership.

**SUPPLEMENTAL INFORMATION**  
**RECONCILIATION OF DISTRIBUTABLE CASH FLOW**

(Dollars in millions)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income attributable to partners	\$ 252	\$ 209	\$ 703	\$ 762
Equity in earnings related to investments in ETP and Sunoco LP	(310)	(333)	(908)	(1,065)
Total cash distributions from investments in subsidiaries	317	344	863	1,102
Amortization included in interest expense (excluding ETP and Sunoco LP)	2	3	7	9
Lake Charles LNG maintenance capital expenditures	(1)	—	(1)	—
Other non-cash (excluding ETP and Sunoco LP)	10	47	54	48
Distributable Cash Flow	270	270	718	856
Transaction-related expenses	1	11	8	51
Distributable Cash Flow, as adjusted	\$ 271	\$ 281	\$ 726	\$ 907
Distribution coverage ratio <sup>(1)</sup>	1.05x	1.16x	0.96x	1.25x

<sup>(1)</sup> This press release and accompanying schedules include the non-generally accepted accounting principle (“non-GAAP”) financial measures of Distributable Cash Flow and Distributable Cash Flow, as adjusted. The Partnership’s non-GAAP financial measures should not be considered as alternatives to GAAP financial measures such as net income, cash flow from operating activities or any other GAAP measure of liquidity or financial performance.

Distributable Cash Flow and Distributable Cash Flow, as adjusted. The Partnership defines Distributable Cash Flow and Distributable Cash Flow, as adjusted, for a period as cash distributions expected to be received in respect of such period in connection with the Partnership’s investments in limited and general partner interests, net of the Partnership’s cash expenditures for general and administrative costs and interest expense. The Partnership’s definitions of Distributable Cash Flow and Distributable Cash Flow, as adjusted, also include distributable cash flow from Lake Charles LNG to the Partnership. For Distributable Cash Flow, as adjusted, certain transaction-related expenses that are included in net income are excluded.

Distributable Cash Flow is a significant liquidity measure used by the Partnership’s senior management to compare net cash flows generated by the Partnership to the distributions the Partnership expects to pay its unitholders. Due to cash expenses incurred from time to time in connection with the Partnership’s merger and acquisition activities and other transactions, Distributable Cash Flow, as adjusted, is also a significant liquidity measure used by the Partnership’s senior management to compare net cash flows generated by the Partnership to the distributions the Partnership expects to pay its unitholders. Using these measures, the Partnership’s management can compute the coverage ratio of estimated cash flows for a period to planned cash distributions for such period.

Distributable Cash Flow and Distributable Cash Flow, as adjusted, are also important non-GAAP financial measures for our limited partners since these indicate to investors whether the Partnership’s investments are generating cash flows at a level that can sustain or support an increase in quarterly cash distribution levels. Financial measures such as Distributable Cash Flow and Distributable Cash Flow, as adjusted, are quantitative standards used by the investment community with respect to publicly traded partnerships because the value of a partnership unit is in part measured by its yield (which in turn is based on the amount of cash distributions a partnership can pay to a unitholder). The GAAP measure most directly comparable to Distributable Cash Flow and Distributable Cash Flow, as adjusted, is net income attributable to partners.

Distribution Coverage Ratio. The Partnership defines Distribution Coverage Ratio for a period as Distributable Cash Flow, as adjusted, divided by total cash distributions expected to be paid to the partners of ETE in respect of such period.

**SUPPLEMENTAL INFORMATION**  
**FINANCIAL STATEMENTS FOR PARENT COMPANY**

Following are condensed balance sheets and statements of operations of the Parent Company on a stand-alone basis.

**BALANCE SHEETS**

(In millions)  
(unaudited)

	September 30, 2017	December 31, 2016
<b>ASSETS</b>		
Current assets	\$ 66	\$ 57
Property, plant and equipment, net	27	36
Advances to and investments in unconsolidated affiliates	6,031	5,088
Intangible assets, net	—	1
Goodwill	9	9
Other non-current assets, net	17	10
Total assets	<u>\$ 6,150</u>	<u>\$ 5,201</u>
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Current liabilities	\$ 82	\$ 92
Long-term debt, less current maturities	6,684	6,358
Long-term notes payable – related companies	574	443
Other non-current liabilities	2	2
Commitments and contingencies		
Total partners' deficit	(1,192)	(1,694)
Total liabilities and partners' deficit	<u>\$ 6,150</u>	<u>\$ 5,201</u>

**STATEMENTS OF OPERATIONS**

(In millions)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	\$ (3)	\$ (75)	\$ (25)	\$ (156)
OTHER INCOME (EXPENSE):				
Interest expense, net of interest capitalized	(88)	(81)	(257)	(244)
Equity in earnings of unconsolidated affiliates	343	367	1,012	1,166
Losses on extinguishments of debt	—	—	(25)	—
Other, net	—	(2)	(2)	(4)
NET INCOME	<u>252</u>	<u>209</u>	<u>703</u>	<u>762</u>
General Partner's interest in net income	1	—	2	2
Convertible Unitholders' interest in income	11	2	25	3
Limited Partners' interest in net income	<u>\$ 240</u>	<u>\$ 207</u>	<u>\$ 676</u>	<u>\$ 757</u>