

Spectra Energy Partners, LP  
Form 8-K  
November 20, 2013

**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): November 19, 2013**

**SPECTRA ENERGY PARTNERS, LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-33556**  
**(Commission**

**File Number)**  
**5400 Westheimer Court**

**41-2232463**  
**(IRS Employer**

**Identification No.)**

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**Houston, Texas 77056**

**(Address of principal executive offices)**

**(713) 627-5400**

**(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 19, 2013, Spectra Energy Partners, LP (the Partnership), Spectra Energy Partners (DE) GP, LP, and Spectra Energy Partners GP, LLC entered into an Equity Distribution Agreement (the Agreement) with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Wells Fargo Securities, LLC (the Managers). Pursuant to the terms of the Agreement, the Partnership may sell from time to time through the Managers, as the Partnership's sales agents, common units representing limited partner interests in the Partnership having an aggregate offering price of up to \$400,000,000 (the Units). Sales of the Units, if any, will be made by means of ordinary brokers' transactions on the New York Stock Exchange, any other national securities exchange or facility thereof, a trading facility of a national securities association or an alternate trading system, to or through a market maker or directly on or through an electronic communication network, a dark pool or any similar market venue, at market prices, in block transactions, or as otherwise agreed by the Partnership and the Managers.

Under the terms of the Agreement, the Partnership may also sell Units from time to time to the Managers as principal for its own account at a price to be agreed upon at the time of sale. Any sale of Units to the Managers as principal would be pursuant to the terms of a separate terms agreement between the Partnership and the Managers.

The Units will be issued pursuant to the Partnership's Shelf Registration Statement on Form S-3 (Registration No. 333-189066).

The summary of the Agreement in this report does not purport to be complete and is qualified by reference to the full text of the Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Equity Distribution Agreement dated as of November 19, 2013, among Spectra Energy Partners, LP, Spectra Energy Partners (DE) GP, LP, Spectra Energy Partners GP, LLC, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Wells Fargo Securities, LLC.
5.1	Opinion of Vinson & Elkins L.L.P. as to the legality of the Units.
8.1	Opinion of Vinson & Elkins L.L.P. regarding certain tax matters.
23.1	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1).
23.2	Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 8.1).

**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.

SPECTRA ENERGY PARTNERS, LP

By: Spectra Energy Partners (DE) GP, LP,  
its general partner

By: Spectra Energy Partners GP, LLC,  
its general partner

/s/ J. Patrick Reddy  
J. Patrick Reddy

Vice President and Chief Financial Officer

Date: November 19, 2013

**Exhibit Index**

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