

WARREN KELCY L

Form 4

May 23, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARREN KELCY L**

(Last) (First) (Middle)

8111 WESTCHESTER DRIVE

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Energy Transfer Equity, L.P. [ETE]

3. Date of Earliest Transaction  
(Month/Day/Year)

05/21/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Units	05/21/2018		C	6,205,936	A 11 32,054,156	D	
Common Units	05/21/2018		C	1,979,529	A 11 10,224,429	I	By: Kelcy Warren Partners II, L.P. (2)
Common Units	05/21/2018		C	63,577	A 11 328,383	I	By: ET Company, Ltd. (3)
Common Units	05/21/2018		C	18,991,762	A 11 98,093,962	I	By: Kelcy Warren Partners,

Common Units	05/21/2018	C	17,731,670	A	<u>(1)</u>	91,585,486	I	L.P. <sup>(4)</sup> By: Seven Bridges Holdings, LLC <sup>(5)</sup>
Common Units	05/21/2018	C	20,166	A	<u>(1)</u>	104,166	I	By: Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Units	\$ 6.56	05/21/2018		C	25,848,220	<u>(1)</u> <u>(1)</u>	Common Units	6,20
Series A Convertible Preferred Units	\$ 6.56	05/21/2018		C	8,244,900	<u>(1)</u> <u>(1)</u>	Common Units	1,97
Series A Convertible Preferred Units	\$ 6.56	05/21/2018		C	264,806	<u>(1)</u> <u>(1)</u>	Common Units	63,
Series A Convertible Preferred Units	\$ 6.56	05/21/2018		C	79,102,200	<u>(1)</u> <u>(1)</u>	Common Units	18,99
Series A Convertible Preferred Units	\$ 6.56	05/21/2018		C	73,853,816	<u>(1)</u> <u>(1)</u>	Common Units	17,73
	\$ 6.56	05/21/2018		C	84,000	<u>(1)</u> <u>(1)</u>		20,

Series A  
Convertible  
Preferred  
Units

Common  
Units

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN KELCY L 8111 WESTCHESTER DRIVE DALLAS, TX 75225	X	X		

## Signatures

Sonia Aube, Attorney-in-fact for Mr.  
Warren

05/23/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 21, 2018 (the "Conversion Date"), the Series A Convertible Preferred Units (the "Convertible Units") representing limited partner interests in Energy Transfer Equity, L.P. (the "Partnership") automatically converted into a number of common units representing limited partner interests in the Partnership ("common units") determined by dividing (a) the Conversion Value (as defined below) on the

- (1) Conversion Date by (b) \$6.56. On the date the Convertible Units were issued, the Conversion Value (as defined below) of each Convertible Unit was zero, and the Conversion Value increased each fiscal quarter since the issuance and prior to the Conversion Date in an amount equal to \$0.285 less the cash distribution actually paid with respect to each Convertible Unit for such quarter. As of the Conversion Date, the conversion value of each Convertible Unit is \$1.575 (the "Conversion Value").
- (2) The reported securities are owned directly by Kelcy Warren Partners II, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.  
  
The reported securities are owned directly by ET Company, Ltd. and include 322,165 units attributable to Mr. Warren's limited partner
- (3) interest, as well as 6,218 units attributable to Mr. Warren's general partner interest. Mr. Warren disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) The reported securities are owned directly by Kelcy Warren Partners, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein
- (5) The reported securities are owned directly by Seven Bridges Holdings, LLC, a limited liability company owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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