

COLLINS INDUSTRIES INC
Form SC 13E3/A
December 19, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

(Rule13e-100)

**TRANSACTION STATEMENT UNDER SECTION 13(e) OF THE SECURITIES
EXCHANGE ACT OF 1934 AND RULE 13e-3 THEREUNDER**

**RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(e) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 3)

COLLINS INDUSTRIES, INC.

(Name of the Issuer)

Collins Industries, Inc.

(Name of Person(s) Filing Statement)

Common Stock, \$0.10 par value per share

(Title of Class of Securities)

194858106

(CUSIP Number of Class of Securities)

**Donald Lynn Collins
President and Chief Executive Officer
15 Compound Drive
Hutchinson, Kansas 67502
(620) 663-5551**

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Person(s) Filing Statement)

Copy to:

**Gary D. Gilson
Blackwell Sanders Peper Martin LLP
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
(816) 983-8000**

This statement is filed in connection with (check the appropriate box):

a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the

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Securities Exchange Act of 1934.

b. o The filing of a registration statement under the Securities Act of 1933.

c. o A tender offer.

d. o None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: o

Check the following box if the filing is a final amendment reporting the results of the transaction: o

Calculation of Filing Fee

Transaction Valuation⁽¹⁾
\$618,163.70

Amount of Filing Fee⁽²⁾
\$72.69

(1) Calculated solely for purposes of determining the filing fee. This amount assumes the acquisition of approximately 80,281 shares of Common Stock, par value \$0.10 per share, for \$7.70 per share in cash in lieu of issuing fractional shares to holders of less than one share after the proposed reverse/forward stock split.

(2) Determined pursuant to Rule 0-11(b)(1) by adding together the sums of (a) \$611,911.30 multiplied by .0001177, and (b) (\$618,163.70 - \$611,911.30) multiplied by .000107.

ý Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$72.69 Filing Party: Collins Industries, Inc.
Form or Registration No.: SC 13E-3 and Amendment No 2 to SC 13E-3 (File No. 005-16951) Date Filed: November 2, 2005

INTRODUCTION

This Amendment No. 3 (this "Amendment") to Rule 13e-3 Transaction Statement (as amended, the "Transaction Statement") amends the Schedule 13E-3 Transaction Statement filed by Collins Industries, Inc., a Missouri corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on November 2, 2005, as amended by Amendment No. 1 filed with the SEC on December 8, 2005 and Amendment No. 2 filed with the SEC on December 19, 2005. This Amendment is being filed concurrently with the filing of a definitive proxy statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 (the "Exchange Act"), which we refer to herein as the Proxy Statement. The information contained in the Proxy Statement, including all annexes thereto, is hereby expressly incorporated herein by reference.

All parenthetical references under the various Items contained in this Schedule 13E-3 are references to corresponding Items contained in Regulation M-A under the Exchange Act. Capitalized terms used but not defined in this Schedule 13E-3 shall have the meanings given to them in the Proxy Statement.

Item 1. Summary Term Sheet.

The information set forth in the Proxy Statement under "SUMMARY TERM SHEET" is incorporated herein by reference.

Item 2. Subject Company Information.

(a) *Name and Address.* The name of the subject company is Collins Industries, Inc., a Missouri corporation (the "Company"). The Company's principal executive offices are located at 15 Compound Drive, Hutchinson, Kansas 67502. The Company's telephone number is (620) 663-5551.

(b) *Securities.* The subject class of equity securities to which this Schedule relates is the Company's common stock, par value \$0.10 per share (the "Common Stock"), of which 6,633,013 shares were issued and outstanding as of December 14, 2005.

(c) *Trading Market and Price.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Market for Common Stock" is incorporated herein by reference.

(d) *Dividends.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Dividend Policy" is incorporated herein by reference.

(e) *Prior Public Offerings.* The Company has not made an underwritten public offering of the Common Stock for cash during the three years preceding the date of the filing of this Schedule 13E-3.

(f) *Prior Stock Purchases.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Fairness of the Reverse/Forward Stock Split Substantive Fairness Fairness Determination of the Special Committee" is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a) *Name and Address.* The filing person, the Company, is also the subject company. The Company's address and telephone number are provided in Item 2(a) above. The executive officers and directors of the Company are set forth below.

Executive Officers

Don L. Collins, Chairman of the Board

Donald Lynn Collins, President and Chief Executive Officer

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Cletus Glasener, Vice President of Finance, Chief Financial Officer
Randall Swift, Vice President and Chief Operating Officer
Rodney T. Nash, Vice President of Engineering
Kent E. Tyler, Vice President of Marketing
Ron Sorensen, Vice President of Risk Management
John L. Dreasher, Vice President of Human Resources

Board of Directors

Don L. Collins
Donald Lynn Collins
Don S. Peters
Arch G. Gothard, III
William R. Patterson

The address of each executive officer and director of the Company is c/o Collins Industries, Inc., 15 Compound Drive, Hutchinson, Kansas 67502, and the telephone number is (620) 663-5551.

(b) *Business and Background of Entities.* Not applicable.

(c) *Business and Background of Natural Persons.* The information set forth in Item 3(a) above is incorporated herein by reference. All of the Company's directors and executive officers are United States citizens. During the last five years and to the Company's knowledge, none of the Company's directors or executive officers has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of those laws. Information concerning the directors and executive officers of the Company is as follows:

Don L. Collins, founder of the Company, has served as Chairman of the Board since its inception in 1971 and served as Chief Executive Officer until 1998. He is Chairman of the Board's Executive Committee.

Donald Lynn Collins joined the Company in 1980 after being associated with Arthur Andersen LLP, an international accounting firm. Mr. Collins has served as Chief Executive Officer of the Company since 1998, as President since 1990, and as a director since 1983. He served as the Chief Operating Officer from 1988 until 1998. He is Chairman of the Board's Policy Committee and a member of the Board's Executive Committee. He is the son of Don L. Collins.

Don S. Peters, an independent director of the Company since 1983, founded and was chairman of Peters, Gamm, West and Vincent, Inc., an investment advisory firm in Wichita, Kansas, from 1983 to December 1991. He has been a financial consultant with Central Plains Advisors, Inc., an investment advisory firm, since December 1991. He is Chairman of the Board's Finance Committee and a member of the Board's Audit, Compensation, Nominating and Policy Committees.

Arch G. Gothard, III, an independent director of the Company since 1987, was president of First Kansas Group, an investment firm in Junction City, Kansas, from 1988 to 1999. He was chief financial officer, treasurer, and director of Communications Services, Inc. from 1985 to 1989. He is Chairman of the Board's Compensation and Nominating Committees and is a member of the Board's Audit, Finance and Policy Committees. Mr. Gothard also serves as a director of Kenco Plastics, a manufacturer and molder of plastic products, Colorado Power Sports, a distributor of ATV's, motorcycles, watercraft and similar products, Pay Phone Concepts, and Dornoch Medical Systems.

William R. Patterson, an independent director of the Company since 1998, has been a principal of Stonecreek Management, LLC, a private investment firm, since 1998. From October 1996 to August 1998, he was Executive Vice President of Premium Standard Farms, Inc., a fully-integrated pork producer and processor, where he served as a consultant and as acting Chief Financial Officer from January 1996 to October 1996. From September 1976 through December 1995, he was a partner in Arthur Andersen LLP. Mr. Patterson is Chairman of the Board's Audit Committee and is a member of the Board's Compensation, Executive, Finance and Nominating Committees. Mr. Patterson also serves as a director and chairman of the board of directors of American Italian Pasta Company, a producer of dry pasta, as a director of Premium Standard Farms, Inc., an integrated pork producer and processor, and as a director and chairman of the board of Paul Mueller Company, a manufacturer of high-quality stainless steel tanks and industrial processing equipment.

Randall Swift was named Vice President and Chief Operating Officer on April 1, 2005. He joined the Company in 1998 as V.P./Sales and Marketing for Capacity of Texas, Inc., a wholly-owned subsidiary of the Company. In 1999, Mr. Swift was promoted to President of Capacity where he continued to serve prior to this appointment. Mr. Swift possesses an extensive background in sales, engineering, and manufacturing with over six years at Cummins Southern Plains, Inc. prior to coming to Capacity.

Cletus Glasener was named Vice President of Finance and Chief Financial Officer on May 23, 2005. Prior to joining the Company, he served as Vice President, Controller, and Treasurer of Vought Aircraft Industries since 2000.

Rodney T. Nash joined the Company in 1979 as Engineering Manager and was named Vice President of Engineering of the Company in November 1986. Prior to joining the Company, he held engineering positions with Hesston Corporation, a farm equipment manufacturer, and Butler Manufacturing, a manufacturer of specialized buildings.

Kent E. Tyler joined the Company in December 1997 as Vice President of Marketing. Prior to joining the Company, he was Vice President of Ackerman McQueen, a full-service national marketing and advertising agency.

Ron Sorensen joined the Company in 1978 as a Junior Buyer. After holding various positions within the Company, he was promoted to Director of Corporate Purchasing in 1996 and Vice President of Risk Management in May of 2005. Prior to joining the Company, he held the position of District Executive for the Boy Scouts of America.

John L. Dreasher joined the Company in 2003 as Director of Corporate Human Resources and was named Vice President of Human Resources of the Company in March of 2005. Prior to joining the Company, he held human resource and manufacturing positions with Textron, Gates Corporation, and General Electric.

Item 4. Terms of the Transaction.

(a) *Material Terms.* The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "PROPOSAL NO. 1 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE REVERSE STOCK SPLIT," "PROPOSAL NO. 2 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE FORWARD STOCK SPLIT," "SPECIAL FACTORS," and "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT" is incorporated herein by reference.

(c) *Different Terms.* The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "SPECIAL FACTORS Effect of the Reverse/Forward Stock Split," "SPECIAL FACTORS Effects on Shareholders Effects on Shareholders With Fewer Than 300 Shares of Common Stock," and "SPECIAL FACTORS Effects on Shareholders Effects on Shareholders With 300 or More Shares of Common Stock" is incorporated herein by reference.

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(d) *Appraisal Rights.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Dissenters' and Appraisal Rights" is incorporated herein by reference.

(e) *Provisions for Unaffiliated Security Holders.* The Company has not made any provision in connection with the transaction to grant unaffiliated security holders access to the Company's corporate files or to obtain counsel or appraisal services at the Company's expense.

(f) *Eligibility for Listing or Trading.* The information set forth in the Proxy Statement under "SUMMARY TERM SHEET" and "SPECIAL FACTORS Effects on the Company" is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

(a) *Transactions.* Not applicable.

(b) *Significant Corporate Events.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Fairness of the Reverse/Forward Stock Split Substantive Fairness Fairness Determination of the Special Committee" is incorporated herein by reference.

(c) *Negotiations or Contacts.* Not applicable.

(e) *Agreements Involving the Subject Company's Securities.* The information set forth in the Proxy Statement under "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

(b) *Use of Securities Acquired.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Effects on the Company No Change in Authorized Capital or Par Value" is incorporated herein by reference.

(c)

Plans.

(1) None.

(2) None.

(3) The information set forth in the Proxy Statement under "SUMMARY TERM SHEET" and "SPECIAL FACTORS Effects on the Company" is incorporated herein by reference.

(4) None.

(5) None.

(6) The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "PROPOSAL NO. 1 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE REVERSE STOCK SPLIT Structure of the Reverse Stock Split," "PROPOSAL NO. 2 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE FORWARD STOCK SPLIT STRUCTURE OF THE FORWARD STOCK SPLIT," "SPECIAL FACTORS Purpose of the Reverse/Forward Stock Split," "SPECIAL FACTORS Effect of the Reverse/Forward Stock Split" and "SPECIAL FACTORS Effects on the Company" is incorporated herein by reference.

(7) The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "PROPOSAL NO. 1 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE REVERSE STOCK SPLIT Structure of the Reverse Stock Split," "PROPOSAL NO. 2 AMENDMENT TO THE COMPANY'S ARTICLES OF

INCORPORATION TO EFFECT THE FORWARD STOCK SPLIT STRUCTURE OF THE FORWARD STOCK SPLIT," "SPECIAL FACTORS Purpose of the Reverse/Forward Stock Split," "SPECIAL FACTORS Effect of the Reverse/Forward Stock Split" and "SPECIAL FACTORS Effects on the Company" is incorporated herein by reference.

(8) The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "PROPOSAL NO. 1 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE REVERSE STOCK SPLIT Structure of the Reverse Stock Split," "PROPOSAL NO. 2 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE FORWARD STOCK SPLIT STRUCTURE OF THE FORWARD STOCK SPLIT," "SPECIAL FACTORS Purpose of the Reverse/Forward Stock Split," "SPECIAL FACTORS Effect of the Reverse/Forward Stock Split" and "SPECIAL FACTORS Effects on the Company" is incorporated herein by reference.

Item 7. Purposes, Alternatives, Reasons and Effects.

(a) *Purposes.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Purpose of the Reverse/Forward Stock Split" is incorporated herein by reference.

(b) *Alternatives.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Alternatives to the Reverse/Forward Stock Split" is incorporated herein by reference.

(c) *Reasons.* The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "SPECIAL FACTORS Purpose of the Reverse/Forward Stock Split," "SPECIAL FACTORS Reasons for the Reverse Stock Split" and "SPECIAL FACTORS Reasons for the Forward Stock Split" is incorporated herein by reference.

(d) *Effects.* The information set forth in the Proxy Statement under "SUMMARY TERM SHEET," "SPECIAL FACTORS Effect of the Reverse/Forward Stock Split," "SPECIAL FACTORS Effects on Shareholders Effects on Shareholders with Fewer Than 300 Shares," "SPECIAL FACTORS Effects on Shareholders Effects on Shareholders With 300 or More Shares," "SPECIAL FACTORS Effects on the Company," "SPECIAL FACTORS Federal Income Tax Consequences," "SPECIAL FACTORS Fairness of the Reverse/Forward Stock Split Substantive Fairness Factors Considered Advantages of the Reverse/Forward Stock Split," and "SPECIAL FACTORS Fairness of the Reverse/Forward Stock Split Substantive Fairness Factors Considered Disadvantages of the Reverse/Forward Stock Split," is incorporated herein by reference.

Item 8. Fairness of the Transaction.

(a) *Fairness* and (b) *Factors Considered in Determining Fairness.* The information set forth in the Proxy Statement under "SUMMARY TERM SHEET" and "SPECIAL FACTORS Fairness of the Reverse/Forward Stock Split" is incorporated herein by reference.

(c) *Approval of Security Holders*, (d) *Unaffiliated Representative* and (e) *Approval of Directors.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Fairness of the Reverse/Forward Stock Split" is incorporated herein by reference.

(f) *Other Offers.* Not applicable.

Item 9. Reports, Opinions, Appraisals and Negotiations.

(a) *Report, Opinion or Appraisal* and (b) *Preparer and Summary of the Report, Opinion or Appraisal.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Opinion of Financial Advisor," "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK

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SPLIT Background of the Reverse/Forward Stock Split," and "Annex B: The Financial Advisor's Fairness Opinion" is incorporated herein by reference.

(c) *Availability of Documents.* The information set forth in the Proxy Statement under "SPECIAL FACTORS Opinion of Financial Advisor" is incorporated herein by reference.

Item 10. Source and Amounts of Funds or Other Consideration.

(a) *Source of Funds,* (b) *Conditions,* (c) *Expenses,* and (d) *Borrowed Funds.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Source of Funds and Expenses" and "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Costs of Proxy Solicitation and the Reverse/Forward Stock Split" is incorporated herein by reference.

Item 11. Interest in Securities of the Subject Company.

(a) *Securities Ownership.* The information set forth in the Proxy Statement under "SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS" is incorporated herein by reference.

(b) *Securities Transactions.* The information set forth in the Proxy Statement under "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" is incorporated herein by reference.

Item 12. The Solicitation or Recommendation.

(d) *Intent to Tender or Vote in a Going-Private Transaction* and (e) *Recommendations of Others.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Special Interests of the Affiliated Shareholders in the Reverse/Forward Stock Split," "PROPOSAL NO. 1 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE REVERSE STOCK SPLIT Recommendation of the Board of Directors," and "PROPOSAL NO. 2 AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO EFFECT THE FORWARD STOCK SPLIT Recommendation of the Board of Directors" is incorporated herein by reference.

Item 13. Financial Statements.

(a) *Financial Information.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Financial Information" and "GENERAL Documents Incorporated by Reference" is incorporated herein by reference.

(b) *Pro Forma Information.* Not applicable.

(c) *Summary Information.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Financial Information" is incorporated herein by reference.

Item 14. Persons/Assets, Retained, Employed, Compensated or Used.

(a) *Solicitations or Recommendations* and (b) *Employees and Corporate Assets.* The information set forth in the Proxy Statement under "ADDITIONAL INFORMATION REGARDING THE REVERSE/FORWARD STOCK SPLIT Costs of Proxy Solicitation and the Reverse/Forward Stock Split" is incorporated herein by reference.

Item 15. Additional Information.

(b) *Other Material Information.* The information contained in the Proxy Statement, including all annexes attached thereto, is incorporated herein by reference.

Item 16. Exhibits.

- (a)(1) Definitive Proxy Statement of the Company (incorporated by reference to the Schedule 14A filed by the Company with the Securities and Exchange Commission on December 19, 2005).
- (a)(2) Form of Memorandum to Tax Deferred Savings Plan Participants (incorporated by reference to Amendment No. 2 to the Schedule 13E-3 filed by the Company with the Securities and Exchange Commission on December 19, 2005).
- (a)(3) Form of Voting Instruction Form for Tax Deferred Savings Plan Participants (incorporated by reference to Amendment No. 2 to the Schedule 13E-3 filed by the Company with the Securities and Exchange Commission on December 19, 2005).
- (a)(4) Form of Employee Notice (incorporated by reference to Amendment No. 2 to the Schedule 13E-3 filed by the Company with the Securities and Exchange Commission on December 19, 2005).
- (b)(1) Loan and Security Agreement dated as of May 17, 2002 by and between the Company and Fleet Capital Corporation (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the quarterly period ended July 31, 2002).

(b)(2)	6.	Citizenship or place of organization
	Number of	
	shares	
	beneficially	
	owned by	21,107
	each	8. Shared voting power
	reporting	
	person	49,551,069
	with	9. Sole dispositive power
		21,107
		10. Shared dispositive power

49,551,069

11. Aggregate amount beneficially owned by each reporting person

49,551,069

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

15.0%²

14. Type of reporting person

IN

² Based on 330,159,209 Common Units outstanding on October 31, 2013

Explanatory Note: This Amendment No. 8 on Schedule 13D/A (Amendment No. 8) is being filed to correct the number of Common Units outstanding on October 31, 2013 and the beneficial ownership percentages.

Amendment No. 8 is being filed by Energy Transfer Equity, L.P. (formerly Energy Transfer Company, L.P.), a Delaware (formerly Texas) limited partnership (ETE), LE GP, LLC, a Delaware (formerly Texas) limited liability company and the general partner of ETE (LE GP), Kelcy L. Warren and ETE Common Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of ETE (ETE Holdings), to amend the Schedule 13D originally filed on January 20, 2004, and amended on June 22, 2005, August 16, 2006, May 26, 2010, December 3, 2010, April 5, 2012, May 13, 2013 and November 7, 2013 (collectively, the Amended Schedule 13D), by ETE, LE GP, ETE Holdings and Kelcy L. Warren.

Item 1. Security and Issuer.

Item 1 of the Amended Schedule 13D is hereby amended to read in its entirety as follows:

This statement on Schedule 13D, as amended (the Schedule), is being filed by ETE, LE GP, ETE Holdings and Kelcy L. Warren (Warren and collectively with ETE, LE GP and ETE Holdings, the Reporting Persons), under the Securities Exchange Act of 1934, as amended (the Exchange Act). The class of equity securities to which this statement relates is common units representing limited partner interests (the Common Units) of Energy Transfer Partners, L.P. (formerly, Heritage Propane Partners, L.P.), a Delaware limited partnership (the Issuer). The address of the principal executive offices of the Issuer is 3738 Oak Lawn Ave., Dallas, Texas 75219.

Item 2. Identity and Background.

Item 2 of the Amended Schedule 13D is hereby amended to read in its entirety as follows:

(a) - (c) ETE is a Delaware limited partnership. The principal business of ETE is to own all of the interests in the general partner of the Issuer and certain equity securities of the Issuer, to acquire interests in other publicly traded partnerships, and to pursue certain opportunities to acquire or construct natural gas midstream or transportation assets. The general partner of ETE is LE GP. LE GP is a Delaware limited liability company, and its principal business is serving as the general partner of ETE. ETE Holdings is a Delaware limited liability company and a wholly owned subsidiary of ETE. The principal business of ETE Holdings is to own certain equity securities of the Issuer and to pursue certain opportunities to acquire or construct natural gas midstream or transportation assets. Warren is a United States citizen. His principal occupation is Chief Executive Officer of the Issuer. Warren owns 81.2% of LE GP. The principal office of each of the Reporting Persons is located at 3738 Oak Lawn Ave., Dallas, Texas 75219. LE GP is the general partner of ETE and manages and directs all of ETE s activities through LE GP s board of directors. The members of LE GP have the authority to appoint and remove LE GP s directors.

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The name, business address and present principal occupation or employment of each of the executive officers and directors of LE GP are set forth below:

Name and Business Address	Capacity in Which Serves LE GP	Principal Occupation
Jamie Welch 3738 Oak Lawn Ave. Dallas, TX 75219	Chief Financial Officer, Head of Business Development and Director	Chief Financial Officer, Head of Business Development and Director of LE GP
John W. McReynolds 3738 Oak Lawn Ave. Dallas, TX 75219	President and Director	President of LE GP
Matthew S. Ramsey 1001 McKinney St. Suite 1950 Houston, TX 77002	Director	President of RPM Exploration, Ltd. and Ramsey Energy Management, LLC
Kelcy L. Warren 3738 Oak Lawn Ave. Dallas, TX 75219	Chairman of the Board	Chief Executive Officer of Energy Transfer Partners, L.L.C.
John D. Harkey, Jr. 3738 Oak Lawn Ave. Dallas, TX 75219	Director	Chairman and CEO, Consolidated Restaurant Companies, Inc.
K. Rick Turner 1990 Post Oak Blvd. Suite 2450 Houston, TX 77056	Director	Director of North American Energy Partners Inc., AmeriGas Partners, L.P. and PMI, LLC
	Director	President and Chief Operating

Marshall S. (Mackie) McCrea,
III

3738 Oak Lawn Ave.

Dallas, TX 75219

Officer of

Energy Transfer Partners, L.L.C.

(d) During the last five years, none of the parties listed in this Item 2 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the parties listed in this Item 2 was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws.

(f) All of the individuals listed in this Item 2 are citizens of the United States of America.

Item 4. Purpose of Transaction.

Item 4 of the Amended Schedule 13D is hereby amended by adding the following at the end of such item:

On October 31, 2013, ETE, ETE Holdings and the Issuer consummated the transactions contemplated by the Exchange and Redemption Agreement (the Exchange and Redemption Agreement), dated August 7, 2013, among ETE, ETE Holdings and the Issuer. Pursuant to the Exchange and Redemption Agreement, on October 31, 2013, the Issuer redeemed 50,160,000 Common Units owned by ETE Holdings in exchange for 50,160,000 Class H limited partner interests in the Issuer (the Class H Units)

The Class H Units are generally entitled to (i) allocations of profits, losses and other items from the Issuer corresponding to 50.05% of the profits, losses and other items allocated to the Issuer by Sunoco Partners LLC (SXL GP), the general partner of Sunoco Logistics Partners, LP (SXL), with respect to the incentive distribution rights and general partner interest in SXL held by SXL GP, which is wholly-owned by the issuer, (ii) distributions from the Issuer for each quarter equal to 50.05% of the cash distributed to the Issuer by SXL GP with respect to the incentive distribution rights and general partner interest in SXL held by SXL for such quarter and, to the extent not previously distributed to holders of the Class H Units, for any previous quarters and (iii) incremental cash distributions in the aggregate amount of \$329,000,000, subject to adjustment, to be payable over 15 quarters, commencing with the quarter ending September 30, 2013 and ending with the quarter ending March 31, 2017.

The foregoing description of the Exchange and Redemption Agreement does not purport to be complete and is qualified in its entirety by reference to the Exchange and Redemption Agreement, which is filed as Exhibit BB hereto, and is incorporated herein by reference.

Except as set forth above in this Item 4, as amended and supplemented, the Reporting Persons and Listed Persons have no present plans or proposals which would result in or relate to any of the transactions described in subparagraphs (a) through (f) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Amended Schedule 13D is hereby amended to read in its entirety as follows:

(a) and (b) Approximately 330,159,209 Common Units of the Issuer were outstanding as of October 31, 2013. The Reporting Persons are deemed to be the beneficial owners of 49,551,069 Common Units of the Issuer. The Common Units owned by the Reporting Persons constitute approximately 15.0% of the total issued and outstanding Common

Units. The Reporting Persons have the shared power to vote and dispose of such Common Units. Warren directly owns an additional 21,107 Common Units of the Issuer over which he has sole power to vote and dispose of such Common Units. To the knowledge of the Reporting Persons, no executive officer or manager of the Reporting Persons or other party listed in Item 2 has sole or shared beneficial ownership of any Common Units beneficially owned by the Reporting Persons.

(c) Except for the transaction described in Item 4 above, to the knowledge of the Reporting Persons, none of the persons named in response to paragraph (a) above has effected any transaction in Common Units during the past 60 days.

(d) Except as otherwise described herein, no other person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds of sale of, the units described in this Item 5.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented by the following:

Item 4 above summarized certain provisions of the Exchange and Redemption Agreement. A copy of the Exchange and Redemption Agreement is attached as Exhibit BB.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Amended Schedule 13D is hereby amended to add the following exhibit:

EXHIBIT BB - Exchange and Redemption Agreement by and among Energy Transfer Partners, L.P., Energy Transfer Equity, L.P. and ETE Common Holdings, LLC dated August 7, 2013 (incorporated by reference to Exhibit 10.1 to Form 8-K filed by the Issuer on August 8, 2013).

EXHIBIT CC - . Joint Filing Agreement and Power of Attorney dated October 31, 2103 among the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: October 31, 2013

ENERGY TRANSFER EQUITY, L.P.

By: LE GP, LLC

Its general partner

By: /s/ SONIA AUBE
Sonia Aube
Attorney-in-Fact

Dated: October 31, 2013

LE GP, LLC

By: /s/ SONIA AUBE
Sonia Aube
Attorney-in-Fact

Dated: October 31, 2013

/s/ SONIA AUBE
Kelcy L. Warren by Sonia Aube
Attorney-in-Fact

Dated: October 31, 2013

ETE Common Holdings, LLC

By: /s/ SONIA AUBE
Sonia Aube
Attorney-in-Fact