

Southcross Energy Partners, L.P.
Form 8-A12B
October 26, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

SOUTHCROSS ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

45-5045230
(I.R.S. Employer Identification No.)

1700 Pacific Avenue, Suite 2900

Dallas, Texas 75201

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Common Units representing limited partner interests in the Partnership

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

Edgar Filing: Southcross Energy Partners, L.P. - Form 8-A12B

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box

Securities Act registration statement file number to which this form relates: **333-180841**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

A description of the common units representing limited partner interests in Southcross Energy Partners, L.P. (the Registrant) is set forth under the captions Summary The Offering, Our Cash Distribution Policy and Restrictions on Distributions, Provisions of Our Partnership Agreement Relating to Cash Distributions, Description of Our Common Units and The Partnership Agreement in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-180841), initially filed with the Securities and Exchange Commission on April 20, 2012 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

Exhibit No.	Description
1.	Registrant's Registration Statement on Form S-1 (Registration No. 333-180841), initially filed with the Securities and Exchange Commission on April 20, 2012, as amended (the Form S-1 Registration Statement) (incorporated herein by reference).
2.	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement).
3.	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Form S-1 Registration Statement).
4.	Specimen Unit Certificate for the Common Units (incorporated herein by reference to Exhibit A to the First Amended and Restated Agreement of Limited Partnership of the Registrant, which is included as Appendix A to the prospectus included in the Form S-1 Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Southcross Energy Partners, LP

By: Southcross Energy Partners GP, LLC
as general partner

Date: October 26, 2012

By: /s/ David W. Biegler
David W. Biegler
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
1.	Registrant's Registration Statement on Form S-1 (Registration No. 333-180841), initially filed with the Securities and Exchange Commission on April 20, 2012, as amended (the "Form S-1 Registration Statement") (incorporated herein by reference).
2.	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement).
3.	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Form S-1 Registration Statement).
4.	Specimen Unit Certificate for the Common Units (incorporated herein by reference to Exhibit A to the First Amended and Restated Agreement of Limited Partnership of the Registrant, which is included as Appendix A to the prospectus included in the Form S-1 Registration Statement).