

Energy Transfer Operating, L.P.
Form 8-A12B
April 25, 2019

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

ENERGY TRANSFER OPERATING, L.P.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

73-1493906
(I.R.S. Employer Identification No.)

8111 Westchester Drive, Suite 600,

Dallas, Texas 75225

(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 | Name of each exchange on which each class is to be registered |
|---|--|
| Series E Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units | New York Stock Exchange |

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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates
(if applicable): 333-221411**

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT
Item 1. Description of Registrant's Securities to be Registered.

A description of the Series E Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the Series E Preferred Units) representing limited partner interests in Energy Transfer Operating, L.P. (the Registrant) is set forth under the captions Description of Series E Preferred Units and Material Federal Income Tax Consequences in the Registrant's prospectus supplement dated April 17, 2019 and filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus supplement constitutes a part of the Registrant's Registration Statement on Form S-3 (No. 333-221411) and which descriptions are incorporated herein by reference. The summary descriptions of the Series E Preferred Units do not purport to be complete and are qualified in their entirety by reference to the exhibits, which are hereby incorporated herein and may be amended from time to time.

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.

| <u>Exhibit Number</u> | Description of the Exhibit |
|------------------------------|---|
| 1 | Registration Statement on Form S-3 (Registration No. 333-221411), filed November 8, 2017 (incorporated herein by reference). |
| 2 | Certificate of Limited Partnership of Sunoco Logistics Partners L.P., dated October 15, 2001 (incorporated by reference to Exhibit 3.1 to the Registrant's Form S-1 filed October 22, 2001 (Registration No. 333-71968)). |
| 3 | Amendment to the Certificate of Limited Partnership of Sunoco Logistics Partners L.P., dated August 28, 2015 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed September 1, 2015 (File No. 001-31219)). |
| 4 | Amendment to the Certificate of Limited Partnership of Sunoco Logistics Partners L.P., dated April 28, 2017 (incorporated by reference to Exhibit 3.3 to the Registrant's Form 8-K filed April 28, 2017 (File No. 001-31219)). |
| 5 | Certificate of Merger of Streamline Merger Sub, LLC, with and into Energy Transfer Partners, L.P., dated October 19, 2018 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed October 19, 2018 (File No. 001-31219)). |
| 6 | Fifth Amended and Restated Agreement of Limited Partnership of Energy Transfer Operating, L.P., dated October 19, 2018 (incorporated by reference to Exhibit 3.3 to the Registrant's Form 8-K filed October 19, 2018 (File No. 001-31219)). |
| 7 | Amendment No. 1, dated December 31, 2018, to the Fifth Amended and Restated Agreement of Limited Partnership of Energy Transfer Operating, L.P., dated October 19, 2018 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed January 4, 2019 (File No. 001-31219)). |
| 8 | Amendment No. 2, dated April 25, 2019, to the Fifth Amended and Restated Agreement of Limited Partnership of Energy Transfer Operating, L.P., dated October 19, 2018 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed April 25, 2019 (File No. 001-31219)). |

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.

**ENERGY TRANSFER
OPERATING, L.P.**

By: Energy Transfer Partners GP, L.P.

its General Partner

By: Energy Transfer Partners, L.L.C.

its General Partner

Date: April 25, 2019

By: /s/ Thomas E. Long
Thomas E. Long
Chief Financial Officer