

ENBRIDGE ENERGY PARTNERS LP
Form 8-K
May 17, 2007

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: **May 17, 2007**

(Date of Earliest Event Reported: **May 16, 2007**)

ENBRIDGE ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

1-10934

(Commission File
Number)

39-1715850

(I.R.S. Employer
Identification No.)

1100 Louisiana, Suite 3300, Houston, Texas

(Address of Principal Executive Offices)

77002

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(713) 821-2000**

Not Applicable

(Former name or former address, if changed since last report)

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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On May 16, 2007, Enbridge Energy Partners, L.P., a Delaware limited partnership (the Partnership), entered into an underwriting agreement, attached as Exhibit 1.1 hereto, with Enbridge Energy, Limited Partnership, a Delaware limited partnership and subsidiary of the Partnership (the Operating Partnership), and the underwriters named therein with respect to the issue and sale by the Partnership of 6,095,000 Class A Common Units representing limited partner interests in the Partnership (including the underwriters' over-allotment option to purchase up to 795,000 Class A Common Units) (the Units). On May 17, 2007, pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, the Partnership filed with the Commission a Prospectus Supplement to its global shelf registration statement on Form S-3 dated January 17, 2006 (Registration No. 333-131076) relating to the offering of the Units. Exhibits 1.1, 5.1, 8.1, 23.1 and 23.2 to this Form 8-K relating to the offering of the Units are hereby incorporated by reference into such Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Reference is made to the Index of Exhibits following the signature page, which is hereby incorporated into this Item.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENBRIDGE ENERGY PARTNERS, L.P.
(Registrant)

By: Enbridge Energy Management, L.L.C.
as delegate of Enbridge Energy Company, Inc.,
its General Partner

By: /s/ Mark A. Maki
Mark A. Maki
Vice President Finance
(Principal Financial Officer)

Dated: May 17, 2007

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Index of Exhibits

Underwriting Agreement dated as of May 16, 2007 between the Partnership, the Operating

1.1 Partnership and the underwriters named therein.

5.1 Opinion of Fulbright & Jaworski L.L.P.

8.1 Opinion of Fulbright & Jaworski L.L.P. regarding tax matters.

23.1 Consent of Fulbright & Jaworski L.L.P. (the consent of Fulbright & Jaworski L.L.P. to the use of their opinion filed as Exhibit 5.1 hereto and the reference to their firm in the Registration Statement is contained in such opinion).

23.2 Consent of Fulbright & Jaworski L.L.P. (the consent of Fulbright & Jaworski L.L.P. to the use of their opinion filed as Exhibit 8.1 hereto and the reference to their firm in the Registration Statement is contained in such opinion).

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