

ENBRIDGE ENERGY PARTNERS LP  
Form 8-K  
August 21, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**DATE OF REPORT: August 20, 2008**

**ENBRIDGE ENERGY PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction)

**1-10934**  
(Commission File No.)

**39-1715850**  
(I.R.S. Employer Identification No.)

**1100 LOUISIANA, SUITE 3300, HOUSTON, TEXAS 77002**

(Address of Principal Executive Offices) (Zip Code)

**(713) 821-2000**

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(Registrant's Telephone Number, Including Area Code)

**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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - 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 8.01. Other Events.**

On August 20, 2008, Enbridge Energy Partners, L.P. (the Partnership ) issued a press release announcing the extension of the expiration date to 5:00 p.m., New York Time, August 25, 2008 of its previously announced offers to exchange \$400,000,000 of its 6.50% Series B Notes due 2018 that have been registered under the Securities Act of 1933 for \$400,000,000 of 6.50% Series A Notes due 2018 that have not been registered under the Securities Act of 1933 and \$400,000,000 of 7.50% Series B Notes due 2038 that have been registered under the Securities Act of 1933 for \$400,000,000 of 7.50% Series A Notes due 2038 that have not been registered under the Securities Act of 1933. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**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, 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

Date: August 20, 2008

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

**Index of Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Enbridge Energy Partners, L.P. dated August 20, 2008 announcing the extension of exchange offers.