

---

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 (Date of earliest event reported)**  
**June 6, 2008 (June 5, 2008)**

**TARGA RESOURCES PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-33303**  
(Commission  
File Number)

**65-1295427**  
(IRS Employer  
Identification No.)

**1000 Louisiana, Suite 4300**  
**Houston, TX 77002**  
(Address of principal executive office and Zip Code)

**(713) 584-1000**  
(Registrants' telephone number, including area code)

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)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 7.01 — Regulation FD Disclosure.**

Beginning on June 6, 2008, Targa Resources Partners LP (the “Partnership”) is disclosing the following information to investors and potential investors in connection with its offering (the “Offering”) of senior notes due 2016:

In 2007, Copano Energy, LLC (“Copano”) acquired Cimmarron Gathering, LP, which was a party to two gas purchase agreements with Targa North Texas LP (“Targa North Texas”). Copano elected to allow one of the contracts to expire in accordance with its terms in May 2008. Copano has disputed its obligations to deliver gas under the other contract and, as of June 1, 2008, has ceased delivering a portion of the gas dedicated to Targa North Texas. In May 2008, Copano’s affiliate, River View Pipelines, L.L.C. (“River View”) as successor to the remaining contract, filed suit in the 190<sup>th</sup> Judicial District Court in Harris County, Texas, against Targa North Texas seeking a declaratory judgment that it has no obligation to sell to Targa North Texas any gas purchased by River View from wells located in Denton, Wise, Cooke, or Montague Counties, Texas, under the remaining contract. For the fiscal year ending December 31, 2007, the gas volumes purchased by us under the terminated contract were approximately 7 MMcf/day. Targa North Texas has not been served with this lawsuit and has not filed an answer or other responsive pleading. Although the Partnership believes the volumes are contractually required to flow on its system and will contest River View’s claim; the Partnership can give no assurances regarding the outcome of the proceeding.

**Item 8.01 — Other Events.**

On June 5, 2008, the Partnership issued a press release announcing that it intends to commence the Offering. The Partnership is filing a copy of the press release as Exhibit 99.1 hereto, which is incorporated by reference to this Item 8.01.

**Item 9.01 — Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated June 5, 2008.

## **SIGNATURES**

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.

### **TARGA RESOURCES PARTNERS LP**

By: Targa Resources GP LLC,  
its general partner

Dated: June 6, 2008

By: /s/ Jeffrey J. McParland  
Jeffrey J. McParland  
Executive Vice President and Chief Financial Officer

---

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated June 5, 2008.



1000 Louisiana, Suite 4300  
Houston, TX 77002  
713.584.1000  
[www.targaresources.com](http://www.targaresources.com)

***Targa Resources Partners LP Announces \$250 million Offering of Senior Notes***

HOUSTON June 5, 2008 Targa Resources Partners LP (“Targa Resources Partners” or the “Partnership”) (NASDAQ: NGLS) and its subsidiary Targa Resources Partners Finance Corporation announced today that, subject to market conditions, they intend to sell in an offering in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), to persons outside of the United States pursuant to Regulation S under the Securities Act, and to accredited investors in Canada pursuant to applicable private placement exemptions, \$250 million in aggregate principal amount of senior unsecured notes due 2016. The Partnership intends to use the net proceeds from the offering to repay borrowings under its senior secured credit facility.

The securities to be offered have not been registered under the Securities Act, or any state securities laws, and unless so registered, the securities may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The senior unsecured notes are expected to be eligible for trading by qualified institutional buyers under Rule 144A and non-US persons under Regulation S. This announcement shall not constitute an offer to sell or a solicitation of an offer to buy any of these securities, except as required by law.

**Forward-Looking Statements**

Certain statements in this release are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this release that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties, factors and risks, many of which are outside Targa Resources Partners’ control, which could cause results to differ materially from those expected by management of Targa Resources Partners.

**Investor contact:**

Matt Meloy  
Vice President – Finance and Treasurer  
713-584-1092