
**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): February 17, 2016

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 (27 CFR 240.14d-2(b))
 - ☐ Pre-Commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (27 CFR 240.13e-4(c))
-
-

Item 2.01 Completion of Acquisition or Disposition of Assets.

On February 17, 2016, Targa Resources Partners LP (the “Partnership”) completed the previously announced transactions contemplated by the Agreement and Plan of Merger, dated as of November 2, 2015 (the “Merger Agreement”), by and among Targa Resources Corp. (“TRC”), Spartan Merger Sub LLC, a Delaware limited liability company and a wholly owned subsidiary of TRC (“Merger Sub”), the Partnership and Targa Resources GP LLC, a Delaware limited liability company and the general partner of the Partnership (“TRP GP”). Pursuant to the terms and conditions set forth in the Merger Agreement, Merger Sub merged with and into the Partnership, with the Partnership continuing as the surviving entity and as a subsidiary of TRC (the “Merger”). Upon consummation of the Merger, TRC indirectly acquired all of the outstanding common units representing a limited partner interest in the Partnership (“Common Units”) that TRC and its subsidiaries did not already own.

Merger Agreement

Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each outstanding Common Unit was converted into the right to receive 0.62 of a share of common stock of TRC, par value \$0.001 per share (“TRC shares” and such amount, the “Merger Consideration”), other than (i) Common Units that were owned immediately prior to the Effective Time of the Merger by the Partnership or its subsidiaries, which were automatically cancelled and ceased to exist, and (ii) Common Units owned immediately prior to the Effective Time of the Merger by TRP GP or TRC or any of its subsidiaries (other than TRP and its subsidiaries), which will remain outstanding in the Partnership, unaffected by the Merger. No fractional TRC shares will be issued in the Merger, and Common Unitholders will, instead, receive cash in lieu of fractional TRC shares.

Pursuant to the Merger Agreement and the approval of TRC’s compensation committee, for each named executive officer of TRP GP and TRC, each performance unit award previously granted pursuant to the Targa Resources Partners LP Long-Term Incentive Plan (the “TRP LTIP”) held by that executive officer that is outstanding and unvested immediately prior to the Effective Time of the Merger, automatically and without any action on the part of the holder of such performance unit award, converted and restated into a comparable award with respect to TRC shares, which award (i) entitles the holder to receive a number of TRC shares calculated by multiplying the Exchange Ratio (as defined in the Merger Agreement) by the number of performance units denominated in such performance unit award, (ii) remains subject to the same time-based vesting, forfeiture, and termination provisions as included in the original performance unit award and (iii) eliminates the performance factor which was based on Common Units. In addition, all amounts previously credited to the named executive officers as distribution equivalent rights under performance unit awards granted pursuant to the TRP LTIP continue to remain so credited and payable on the same payment date set forth in the respective award agreements, subject to the same time-based vesting schedule previously included in the performance unit award, but without application of any performance factor.

Pursuant to the Merger Agreement, TRC will issue approximately 104.5 million TRC shares to the common unitholders of the Partnership (other than TRC and its subsidiaries) as the Merger Consideration as described above.

The summary of the Merger Agreement in this Current Report on Form 8-K does not purport to be complete and is qualified by reference to the full text of the Merger Agreement, which is filed as Exhibit 2.1 to the Partnership’s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2015 and incorporated herein by reference.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In connection with the consummation of the Merger, the New York Stock Exchange (the “Exchange”) was notified that each outstanding Common Unit (excluding certain Common Units owned by TRC or any of its subsidiaries) was converted pursuant to the Merger Agreement into the right to receive the Merger Consideration, subject to the terms and conditions of the Merger Agreement. The Partnership requested that the Exchange file a notification of removal from listing on Form 25 with the Securities and Exchange Commission (the “SEC”) with respect to the delisting of the Common Units. The Common Units suspended from trading on the Exchange prior to the opening of trading on February 17, 2016.

In addition, the Partnership intends to file with the SEC a certification and notice of termination on Form 15 requesting that the Common Units be deregistered under Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and that the Partnership’s reporting obligations under Sections 13 and 15(d) of the Exchange Act with respect to its Common Units be suspended.

Item 5.01 Changes in Control of Registrant.

The information set forth in Item 2.01 is incorporated herein by reference.

Item 8.01 Other Events.

On February 17, 2016, TRC issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 17, 2016

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

February 19, 2016

By: /s/ Matthew J. Meloy

Name: Matthew J. Meloy

Title: Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 17, 2016



1000 Louisiana, Suite 4300
Houston, TX 77002
713.584.1000

**Targa Resources Corp. Announces Closing of Acquisition of
Targa Resources Partners LP**

HOUSTON, Feb. 17, 2016 (GLOBE NEWSWIRE) — Targa Resources Corp. (“TRC” or the “Company”) (NYSE:TRGP) announced today that it has completed the acquisition of all of the outstanding common units of Targa Resources Partners LP (“TRP” or the “Partnership”) (together “Targa”) not already owned by the Company.

“As evidenced by the overwhelmingly favorable results of the TRC shareholder and TRP common unitholder votes, investors share our long-term strategic vision for Targa,” said Joe Bob Perkins, Chief Executive Officer of the Company. “As a result of the acquisition, Targa has improved its credit and coverage profile, lowered its cost of capital, and simplified its structure, which improves access to capital. As a result, Targa is better positioned for continued long-term success.”

About Targa Resources Corp.

Targa Resources Corp. is a leading provider of midstream services and is one of the largest independent midstream energy companies in North America. TRC owns, operates, acquires, and develops a diversified portfolio of complementary midstream energy assets. The Company is primarily engaged in the business of: gathering, compressing, treating, processing, and selling natural gas; storing, fractionating, treating, transporting, and selling NGLs and NGL products, including services to LPG exporters; gathering, storing, and terminaling crude oil; storing, terminaling, and selling refined petroleum products.

The principal executive offices of TRC are located at 1000 Louisiana, Suite 4300, Houston, TX 77002 and their telephone number is 713-584-1000. For more information please go to www.targaresources.com.

Contact investor relations by phone at (713) 584-1133.

Jennifer Kneale
Vice President — Finance

Matthew Meloy
Executive Vice President and Chief Financial Officer