

**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**

**February 6, 2018 (January 31, 2018)
Date of Report (Date of earliest event reported)**

ENERGY TRANSFER PARTNERS, L.P.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-31219
(Commission
File Number)

73-1493906
(IRS Employer
Identification Number)

**8111 Westchester Drive, Suite 600
Dallas, TX 75225**
(Address of principal executive offices)

(214) 981-0700
(Registrant's 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Due to the death on January 28, 2018 of a member of the Board of Directors and audit committee of Energy Transfer Partners, L.L.C., the general partner of Energy Transfer Partners GP, L.P., which is the general partner of Energy Transfer Partners, L.P. (the “Partnership”), the Partnership was not in compliance with the requirement of Section 303A.07(a) of the New York Stock Exchange (“NYSE”) Listed Company Manual that audit committees have a minimum of three members. On January 31, 2018, the Partnership notified the NYSE that the Partnership was not in compliance with Section 303A.07(a) of the NYSE’s Listed Company Manual. On February 6, 2018, the Partnership appointed Ray C. Davis to the Partnership’s audit committee effective immediately and, as a result, is now in compliance with the NYSE’s listing standards.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 6, 2018, Mr. Ray C. Davis was appointed to the Partnership’s Board of Directors effective immediately. Mr. Davis has also been appointed to the audit committee of the Partnership’s Board of Directors. There are no arrangements or understandings with the Partnership, or any other persons, pursuant to which Mr. Davis was appointed as a director. At this time, the Partnership is not aware of any transactions, since the beginning of the Partnership’s last fiscal year, or any currently proposed transactions, in which the Partnership was or is to be a participant involving amount exceeding \$120,000, and in which Mr. Davis had or will have a direct or indirect material interest. Consistent with other non-employee members of the Board of Directors, Mr. Davis will be eligible to receive cash compensation for his service on the Board of Directors and equity compensation under the Second Amended and Restated 2008 Long-Term Incentive Plan, as described in the Definitive Proxy Statement on Schedule 14A filed by the Partnership with the SEC on October 24, 2014.

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 hereunto duly authorized.

Energy Transfer Partners, L.P.

By: Energy Transfer Partners GP, L.P.,
its general partner

By: Energy Transfer Partners, L.L.C.,
its general partner

Date: February 6, 2018

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