
**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): December 20, 2018

ENBRIDGE ENERGY PARTNERS, L.P.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

1-10934
(Commission
File Number)

39-1715850
(IRS Employer
Identification No.)

5400 Westheimer Court
Houston, Texas 77056
(Address of Principal Executive Offices) (Zip Code)

(713) 627-5400
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 2.01 Completion of Acquisition or Disposition of Assets.

On December 20, 2018, Enbridge Inc. (“Enbridge”) completed its previously announced acquisition of Enbridge Energy Partners, L.P. (“EEP”) pursuant to that certain Agreement and Plan of Merger, dated as of September 17, 2018 (the “Merger Agreement”), by and among EEP, Enbridge Energy Company, Inc. (“EECI”), Enbridge Energy Management, L.L.C. (“EEQ”), Enbridge, Enbridge (U.S.) Inc., Winter Acquisition Sub II, LLC (“Merger Sub”) and, solely for the purposes of Articles I, II and XI, Enbridge US Holdings Inc. Pursuant to the Merger Agreement, Merger Sub merged with and into EEP, with EEP continuing as the surviving entity and an indirect wholly owned subsidiary of Enbridge (the “Merger”).

As a result of the Merger, each Class A common unit of EEP representing limited partner interests in EEP (each, an “EEP Class A Common Unit”) issued and outstanding immediately prior to the effective time of the Merger (excluding certain “Excluded Units,” as defined in the Merger Agreement) was converted into the right to receive from Enbridge 0.335 of a common share of Enbridge (“Enbridge Share” and such consideration, the “Merger Consideration”).

Enbridge issued [●] Enbridge Shares in connection with the Merger. The issuance of the Enbridge Shares in connection with the Merger was registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Enbridge’s registration statement on Form S-4 (Reg No. 333-227767), declared effective by the Securities and Exchange Commission on November 9, 2018. The proxy statement/prospectus included in the registration statement contains additional information about the Merger.

The foregoing description of the Merger Agreement, the Merger and the other transactions contemplated thereby does not purport to be complete and is subject to and qualified in its entirety by reference to the full text of the Merger Agreement, incorporated by reference to Exhibit 2.1 to EEP’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 19, 2018.

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

In connection with the completion of the Merger, EEP notified the New York Stock Exchange (“NYSE”) that each outstanding EEP Class A Common Unit (other than Excluded Units) was converted into the right to receive the Merger Consideration and requested that NYSE withdraw the listing of the EEP Class A Common Units. Upon EEP’s request, the NYSE filed a notification of removal from listing on Form 25 with the SEC with respect to the delisting of the EEP Class A Common Units. The EEP Class A Common Units ceased being traded prior to the opening of the market on December 20, 2018, and will no longer be listed on NYSE. In addition, EEP intends to file with the SEC a Form 15 requesting that the reporting obligations of EEP under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), be suspended with respect to the EEP Class A Common Units.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 2.01, Item 3.01, Item 5.01 and Item 5.03 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

At the effective time of the Merger and as further described in the Merger Agreement, each EEP Class A Common Unit (excluding Excluded Units) was converted into the right to receive the Merger Consideration. In connection with the Merger and at the effective time of the Merger, holders of EEP Class A Common Units immediately prior to such time (other than holders of Excluded Units) ceased to have any rights as unitholders in EEP (other than their right to receive the Merger Consideration pursuant to the Merger Agreement).

Item 5.01 Changes in Control of Registrant

The information set forth in Item 2.01 of this Current Report on Form 8-K is incorporated into this Item 5.01 by reference.

As a result of the consummation of the Merger, at the effective time of the Merger, Merger Sub merged with and into EEP, with EEP continuing as the surviving entity and an indirect wholly owned subsidiary of Enbridge.

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

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated into this Item 5.02 by reference.

At the effective time of the Merger, Jeffrey A. Connelly, Dan A. Westbrook, William S. Waldheim, J. Richard Bird, J. Herbert England, Mark A. Maki and John K. Whelen resigned from the board of directors of EECI, the general partner of EEP, and the board of directors of EEQ, the delegate of the general partner of EEP. Laura J. Buss Sayavedra also resigned from the board of directors of EECI.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 20, 2018, pursuant to the terms of the Merger Agreement, EECL, as the general partner of EEP and on behalf of the limited partners of EEP, executed Amendment No. 2 to the Eighth Amended and Restated Agreement of Limited Partnership of EEP (the "LPA Amendment"), which became effective immediately prior to the Effective Time. The LPA Amendment waives Section 5.10(d)(iii) of the Partnership Agreement, which prohibits a merger of EEP with Enbridge at any time during which there are any I-Units outstanding, if in such merger a limited partner receives consideration other than cash or common units or a security that is in all material respects the same as a common unit (or, with respect to limited partners holding I-Units, I-Units or a security that is in all material respects the same as an I-Unit).

The above description of the LPA Amendment does not purport to be complete and is subject to, and qualified entirely by, the full text of the LPA Amendment, which is filed as Exhibit 3.1 hereto.

Item 7.01 Regulation FD Disclosure.

On December 20, 2018, Enbridge, EEP and EEQ issued a joint press release announcing the consummation of the Merger. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Agreement and Plan of Merger, dated as of September 17, 2018, by among Enbridge Energy Partners, L.P., Enbridge Energy Company, Inc., Enbridge Energy Management, L.L.C., Enbridge Inc., Enbridge (U.S.) Inc., Winter Acquisition Sub II, LLC and, solely for the purposes of Articles I, II and XI, Enbridge US Holdings Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Enbridge Energy Partners, L.P., filed with the Securities and Exchange Commission on September 19, 2018).</u>
3.1	<u>Amendment No. 2, dated as of December 20, 2018, to the Eighth Amended and Restated Agreement of Limited Partnership of Enbridge Energy Partners, L.P., dated as of April 27, 2017.</u>
99.1	<u>Joint Press Release of Enbridge Inc., Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C., dated as of December 20, 2018.</u>

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.

ENBRIDGE ENERGY PARTNERS, L.P.
(Registrant)

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

Date: December 20, 2018

By: /s/ Allen C. Capps
Allen C. Capps
Controller
(Duly Authorized Officer)

AMENDMENT NO. 2

TO

EIGHTH AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP
OF
ENBRIDGE ENERGY PARTNERS, L.P.

December 20, 2018

This Amendment No. 2 (this "Amendment No. 2") to the Eighth Amended and Restated Agreement of Limited Partnership (as amended to date, the "Partnership Agreement") of Enbridge Energy Partners, L.P. (the "Partnership") is hereby adopted by Enbridge Energy Company, Inc., a Delaware corporation (the "General Partner"), as general partner of the Partnership, and the Limited Partners, together with any other Persons who become Partners in the Partnership. Capitalized terms used but not defined herein are used as defined in the Partnership Agreement.

RECITALS

WHEREAS, Section 15.1(j) of the Partnership Agreement provides that the General Partner, without the approval of any Limited Partner or Assignee, may amend any provision of the Partnership Agreement to reflect an amendment effected, necessitated or contemplated by a Merger Agreement approved in accordance with Section 16.3 of the Partnership Agreement;

WHEREAS, the Partnership entered into that certain Agreement and Plan of Merger, dated September 17, 2018 (the "Merger Agreement"), among the Partnership, the General Partner, Enbridge Energy Management, L.L.C., Enbridge Inc., Enbridge (U.S.) Inc., Winter Acquisition Sub II, LLC and, solely for the purposes set forth therein, Enbridge US Holdings Inc.;

WHEREAS, Unitholder Approval (as defined in the Merger Agreement) of the Merger Agreement was obtained on December 17, 2018, which Unitholder Approval constitutes approval of the Merger Agreement in accordance with Section 16.3 of the Partnership Agreement; and

WHEREAS, according pursuant to the power and authority granted to it under Section 15.1(j) of the Partnership Agreement, the General Partner has determined that the following amendment to the Partnership Agreement is effected, necessitated and contemplated by the Merger Agreement.

NOW THEREFORE, the General Partner does hereby amend the Partnership Agreement as follows:

Section 1. Amendment. Section 5.10(d)(iii) of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:
"[Reserved.]"

Section 2. Ratification of Partnership Agreement. Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect.

Section 3. Governing Law. This Amendment No. 2 will be governed by and construed in accordance with the laws of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the General Partner and the Limited Partners have executed this Amendment No. 2 as of December 20, 2018.

GENERAL PARTNER:

ENBRIDGE ENERGY COMPANY, INC.

By: /s/ Laura J. Buss Sayavedra

Name: Laura J. Buss Sayavedra

Title: Vice President

LIMITED PARTNERS:

All Limited Partners now and hereafter admitted as limited partners of the Partnership, pursuant to Powers of Attorney now and hereafter executed in favor of, and granted and delivered to, the General Partner.

By: Enbridge Energy Company, Inc., General Partner, as attorney-in-fact for all Limited Partners pursuant to the Powers of Attorney granted pursuant to Section 1.4 of the Partnership Agreement.

By: /s/ Laura J. Buss Sayavedra

Name: Laura J. Buss Sayavedra

Title: Vice President

Enbridge Inc. Completes Mergers with Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C.

CALGARY and HOUSTON, December 20, 2018 – Enbridge Inc. (TSX: ENB) (NYSE: ENB) (Enbridge), on behalf of itself and certain of its wholly owned U.S. subsidiaries, Enbridge Energy Partners, L.P. (NYSE: EEP) (EEP) and Enbridge Energy Management, L.L.C. (NYSE: EEQ) (EEQ), today announced that they have completed the previously announced respective merger (the EEP Merger) of EEP with a wholly owned subsidiary of Enbridge, and the merger (the EEQ Merger) of EEQ with a wholly owned subsidiary of Enbridge, each pursuant to an Agreement and Plan of Merger dated as of September 17, 2018 (the EEP Merger Agreement and the EEQ Merger Agreement, respectively). The EEP Merger resulted in Enbridge (through a wholly owned subsidiary of Enbridge) acquiring all of the outstanding public Class A common units of EEP, and EEP becoming an indirect, wholly owned subsidiary of Enbridge, and the EEQ Merger resulted in Enbridge (through a wholly owned subsidiary of Enbridge) acquiring all of the outstanding public Listed Shares of EEQ, and EEQ becoming a direct, wholly owned subsidiary of Enbridge. The EEP Merger and EEQ Merger were approved by EEP unitholders and EEQ shareholders, respectively, at special meetings held on December 17, 2018.

Effective today, EEP unitholders of record as of the close of business on November 5, 2018 (other than Enbridge and its subsidiaries) are entitled to receive from Enbridge pursuant to the EEP Merger Agreement, for each EEP Class A common unit held, 0.3350 common shares of Enbridge, and EEQ shareholders of record as of the close of business on November 5, 2018 (other than Enbridge and its subsidiaries) are entitled to receive from Enbridge pursuant to the EEQ Merger Agreement, for each EEQ Listed Share held, 0.3350 common shares of Enbridge.

Also effective today, the EEP Class A common units and the EEQ Listed Shares will be suspended from trading on, and delisted from, the New York Stock Exchange (NYSE). Common shares of Enbridge will continue to trade on both the NYSE and the Toronto Stock Exchange under the symbol “ENB”.

Forward Looking Statements

Certain information provided in this news release constitutes forward-looking statements. The words “anticipate”, “expect”, “project” and similar words and expressions are intended to identify such forward-looking statements. All statements other than statements of historical fact may constitute forward-looking statements. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to, statements with respect to the suspension of the EEP Class A common units and the EEQ Listed Shares from trading on, and delisted from, the NYSE. Although Enbridge, EEP and EEQ believe these statements are based on information and assumptions which are current, reasonable and complete, these statements are not guarantees of future performance and readers are cautioned against placing undue reliance on forward looking statements. By their nature, these statements involve a variety of assumptions, risks and uncertainties which may cause actual results to differ from those expressed or implied by such statements. Material assumptions include assumptions about the satisfaction of all conditions to the suspension from trading and delisting of the EEP Class A common units and the EEQ Listed Shares. While Enbridge, EEP and EEQ make these forward-looking statements in good faith, should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary significantly from those expected. Except as may be required by applicable securities laws, Enbridge, EEP and EEQ

assume no obligation to publicly update or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.

About Enbridge Inc.

Enbridge Inc. is North America's premier energy infrastructure company with strategic business platforms that include an extensive network of crude oil, liquids and natural gas pipelines, regulated natural gas distribution utilities and renewable power generation. The Company safely delivers an average of 2.9 million barrels of crude oil each day through its Mainline and Express Pipeline; accounts for approximately 62% of U.S.-bound Canadian crude oil exports; and moves approximately 22% of all natural gas consumed in the U.S., serving key supply basins and demand markets. The Company's regulated utilities serve approximately 3.7 million retail customers in Ontario, Quebec, and New Brunswick. Enbridge also has interests in more than 1,700 MW of net renewable generating capacity in North America and Europe. The Company has ranked on the Global 100 Most Sustainable Corporations index for the past nine years; its common shares trade on the Toronto and New York stock exchanges under the symbol ENB.

Life takes energy and Enbridge exists to fuel people's quality of life. For more information, visit www.enbridge.com.

About Enbridge Energy Partners, L.P.

Enbridge Energy Partners, L.P. owns and operates a diversified portfolio of crude oil transportation systems in the United States. Its principal crude oil system is the largest pipeline transporter of growing oil production from western Canada and the North Dakota Bakken formation. The system's deliveries to refining centers and connected carriers in the United States account for approximately 25 percent of total U.S. oil imports. Information about Enbridge Energy Partners, L.P. is available on its website at www.enbridgepartners.com.

About Enbridge Energy Management, L.L.C.

Enbridge Energy Management, L.L.C. manages the business and affairs of Enbridge Energy Partners, L.P., and its sole asset is an approximate 21 percent limited partner interest in Enbridge Energy Partners, L.P. Enbridge Energy Company, Inc., an indirect wholly owned subsidiary of Enbridge Inc. of Calgary, Alberta, Canada (NYSE: ENB) (TSX: ENB) is the general partner of Enbridge Energy Partners, L.P. and holds an approximate 35 percent interest in Enbridge Energy Partners, L.P. Enbridge Energy Management, L.L.C. is the delegate of the general partner of Enbridge Energy Partners, L.P.

FOR FURTHER INFORMATION PLEASE CONTACT:

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