
**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): May 24, 2010

CROSSTEX ENERGY, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other Jurisdiction of
Incorporation)

000-50067

(Commission File Number)

16-1616605

(IRS Employer Identification No.)

**2501 CEDAR SPRINGS
DALLAS, TEXAS**

(Address of Principal Executive Offices)

75201

(Zip Code)

Registrant's telephone number, including area code: **(214) 953-9500**

(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:

- 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))
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Item 8.01. Other Events.

On May 24, 2010, Crosstex Energy, L.P. and Crosstex Energy Finance Corporation issued a press release announcing the commencement of their offer to exchange up to an aggregate of \$725,000,000 principal amount of their senior notes due 2018 for a like principal amount of their registered senior notes due 2018. The terms of the exchange offer are described in the prospectus as filed with the Securities and Exchange Commission on May 24, 2010. The press release announcing the exchange offer is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| <u>EXHIBIT NUMBER</u> | <u>DESCRIPTION</u> |
|---------------------------|-------------------------------------|
| 99.1 | — Press release dated May 24, 2010. |

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.

CROSSTEX ENERGY, L.P.

By: Crosstex Energy GP, L.P., its General Partner

By: Crosstex Energy GP, LLC,

its General Partner

Date: May 25, 2010

By: /s/ William W. Davis
William W. Davis
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT
NUMBER
99.1

DESCRIPTION

— Press release dated May 24, 2010.



FOR IMMEDIATE RELEASE
MAY 24, 2010

Media Contact: Megan Stall, Public Relations Specialist
Phone: (214) 721-9487
Megan.Stall@CrosstexEnergy.com

**CROSSTEX ENERGY COMMENCES REGISTERED EXCHANGE OFFER
FOR 8.875 PERCENT SENIOR NOTES DUE 2018**

DALLAS, May 24, 2010 — Crosstex Energy, L.P. (NASDAQ: XTEX) (the Partnership) and Crosstex Energy Finance Corporation announced an offer to exchange any and all of their \$725,000,000 outstanding principal amount of 8.875 percent Senior Notes due 2018 for an equal amount of new 8.875 percent Senior Notes due 2018.

The terms of the new notes are substantially the same as the original notes, except that the new notes will be registered under the U.S. Securities Act of 1933, as amended, and the new notes will have no transfer restrictions under the Federal securities laws, registration rights or additional interest provisions. Original notes that are not exchanged will continue to be subject to transfer restrictions under the Federal securities laws.

The exchange offer will expire at 5:00 p.m., Eastern Time, on June 23, 2010, unless extended. Tenders of the original notes must be made before the exchange offer expires and may be withdrawn at any time before the exchange offer expires.

The terms of the exchange offer are set forth in a prospectus dated May 24, 2010. Documents related to the offer, including the prospectus and the associated letter of transmittal, have been filed with the Securities Exchange Commission, and may be obtained from the exchange agent, Wells Fargo Bank, N.A. Wells Fargo's address, telephone number and facsimile number are as follows:

By Registered or Certified Mail
Wells Fargo Bank, N.A.
MAC N9303-121
P.O. Box 1517
Minneapolis, Minnesota 55480

-more-

By Overnight Delivery
Wells Fargo Bank, N.A.
MAC N9303-121
6th & Marquette Avenue
Minneapolis, Minnesota 55479

By Hand Delivery
Wells Fargo Bank, N.A.
608 2nd Avenue South
Northstar East
Building —12th Floor
Minneapolis, Minnesota

Facsimile Transmission
612-667-6282
Attn: Corporate Trust Operations
Confirm by Telephone:
800-344-5128

This press release shall not constitute an offer to exchange nor a solicitation of an offer to exchange the original notes. The exchange offer is being made only by the prospectus dated May 24, 2010, and only to such persons and in such jurisdictions as is permitted under applicable law.

About the Crosstex Energy Companies

Crosstex Energy, L.P., a midstream natural gas company headquartered in Dallas, operates approximately 3,300 miles of pipeline, nine processing plants and three fractionators. The Partnership currently provides services for 3.2 billion cubic feet of natural gas per day, or approximately six percent of marketed U.S. daily production.

Crosstex Energy, Inc. owns the two percent general partner interest, a 25 percent limited partner interest and the incentive distribution rights of Crosstex Energy, L.P.

Additional information about the Crosstex companies can be found at www.crosstexenergy.com.

This press release contains forward-looking statements within the meaning of the Federal securities laws. These statements are based on certain assumptions made by Crosstex based upon management's experience and perception of historical trends, current conditions, expected future developments and other factors Crosstex believes are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Crosstex, which may cause Crosstex's actual results to differ materially from those implied or expressed by the forward-looking statements. Crosstex has no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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