
**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 23, 2010**

CROSSTEX ENERGY, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

000-50067

(Commission File
Number)

16-1616605

(I.R.S. 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 *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))
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Item 8.01. Other Events.

On June 24, 2010, Crosstex Energy, L.P. and Crosstex Energy Finance Corporation issued a press release announcing the expiration 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 expiration of 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 June 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.

CROSTEX ENERGY, L.P.

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

By: Crosstex Energy GP, LLC, its General Partner

Date: June 24, 2010

By: /s/ William W. Davis

William W. Davis

Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

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



FOR IMMEDIATE RELEASE
JUNE 24, 2010

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

**CROSSTEX ENERGY ANNOUNCES EXPIRATION OF REGISTERED
EXCHANGE OFFER FOR 8.875 PERCENT SENIOR NOTES DUE 2018**

DALLAS, June 24, 2010 — Crosstex Energy, L.P. (NASDAQ: XTEX) (the Partnership) and Crosstex Energy Finance Corporation (together, the Issuers) today announced the expiration of their 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 exchange offer expired at 5 p.m., Eastern time, on June 23, 2010.

Wells Fargo Bank, N.A., the exchange agent for the exchange offer, has advised that \$725,000,000 aggregate principal amount of the original 8.875 percent Senior Notes due 2018 were validly tendered and not validly withdrawn prior to the expiration of the exchange offer, which represents 100% of the aggregate principal amount of original notes outstanding upon commencement of the exchange offer. The Issuers have accepted for exchange all of the original notes validly tendered and not validly withdrawn. The Issuers expect to complete the exchange offer and to issue the new notes in exchange for the original notes on or about June 25, 2010.

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.

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Crosstex Energy Announces Expiration of Registered Exchange Offer for 8.875 Percent Senior Notes Due 2018
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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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