
**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): August 27, 2008

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

On August 27, 2008, Crosstex Energy, L.P. (the "Partnership") received a Nasdaq Staff Deficiency Letter indicating that the Partnership no longer complies with the audit committee composition requirements as set forth in Marketplace Rule 4350(d) of The Nasdaq Stock Market ("Nasdaq"), which requires the general partner of the general partner of the Partnership to have an audit committee composed of at least three independent directors. As of August 13, 2008, the audit committee of Crosstex Energy GP, LLC, the general partner of Crosstex Energy GP, L.P., the general partner of the Partnership, consisted of only two independent members. In accordance with Marketplace Rule 4350(d)(4), Nasdaq has provided the Partnership a cure period to regain compliance until the earlier of the Partnership's next annual unitholders' meeting or August 13, 2009; or if the next annual unitholders' meeting is held before February 9, 2009, then the Partnership must evidence compliance no later than February 9, 2009. If the Partnership does not regain compliance within this period, Nasdaq may provide written notification that the Partnership's securities will be delisted. Upon receipt of any such delisting notification, the Partnership may appeal the delisting to Nasdaq's Listings Qualifications Panel.

Item 7.01. Regulation FD Disclosure.

On August 29, 2008, the Partnership issued a press release relating to its receipt of the Nasdaq Staff Deficiency Letter discussed in Item 3.01. A copy of the press release is furnished as an exhibit to this Current Report. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached exhibit shall be deemed to be "furnished" and not be deemed to be "filed" for purposes of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached exhibit is deemed to be furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press Release dated August 29, 2008.

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: September 3, 2008

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 August 29, 2008.

PRESS RELEASE

**CROSTEX ENERGY, L.P. RECEIVES NASDAQ DEFICIENCY NOTICE
RELATED TO AUDIT COMMITTEE COMPOSITION**

DALLAS—(BUSINESS WIRE)—Aug. 29, 2008—Crosstex Energy, L.P. (NASDAQ: XTEX) (the Partnership) announced today that the Partnership received a NASDAQ Staff Deficiency Letter on August 27, 2008 indicating that the Partnership no longer complies with the audit committee composition requirements as set forth in Marketplace Rule 4350(d), which requires the general partner of the general partner of the Partnership to have an audit committee of at least three independent members. As of August 13, 2008, the audit committee of Crosstex Energy GP, LLC, the general partner of Crosstex Energy GP, L.P., the general partner of the Partnership, consisted of only two independent members. In accordance with Marketplace Rule 4350(d)(4), NASDAQ has provided the Partnership a cure period to regain compliance until the earlier of the Partnership's next annual unitholders' meeting or August 13, 2009, or, if the next annual unitholders' meeting is held before February 9, 2009, then the Partnership must evidence compliance no later than February 9, 2009.

About Crosstex Energy, L.P.

Crosstex Energy, L.P., a midstream natural gas company headquartered in Dallas, operates over 5,000 miles of pipeline, 12 processing plants, four fractionators, and approximately 190 natural gas amine-treating plants and dew point control plants. Crosstex currently provides services for over 3.5 Bcf/day of natural gas, or approximately seven percent of marketed U.S. daily production.

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

CONTACT: Crosstex Energy, L.P.

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or

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Manager, Public & Industry Affairs

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