

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CROSSTEX ENERGY, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

16-1616605
(I.R.S. Employer
Identification Number)

2501 Cedar Springs, Dallas, Texas 75201
(Address of principal executive offices, including zip code)

Crosstex Energy GP, LLC Long-Term Incentive Plan
(Full title of the plan)

William W. Davis
Crosstex Energy GP, L.P.
2501 Cedar Springs
Dallas, Texas 75201
(Name and address of agent for service)

(214) 953-9500
(Telephone number, including area code, of agent for service)

Copy to:

Douglass M. Rayburn
Baker Botts L.L.P.
2001 Ross Avenue
Dallas, Texas 75201
(214) 953-6500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Units, representing limited partner interests	3,800,000 units	\$3.20	\$12,160,000	\$679

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), common units that may be issuable upon any unit split, unit dividend or similar transaction with respect to these common units are also being registered hereunder.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the shares of common stock as reported on The Nasdaq Global Select Market on May 8, 2009.

TABLE OF CONTENTS

PART II

Item 3. Incorporation of Documents by Reference.

Item 8. Exhibits.

SIGNATURES

EXHIBIT INDEX

EX-5.1

EX-23.1

EXPLANATORY NOTE

This Registration Statement is being filed, in accordance with General Instruction E to Form S-8, solely to register the issuance of an aggregate of up to 3,800,000 additional common units representing limited partner interests of Crosstex Energy, L.P., 800,000 of which were authorized pursuant to an amendment to the Crosstex Energy GP, LLC Long-Term Incentive Plan approved by the Board of Directors of Crosstex Energy GP, LLC, the general partner of our general partner, Crosstex Energy GP, L.P., on March 8, 2006, 2,200,000 of which were authorized pursuant to an amendment to the Crosstex Energy GP, LLC Long-Term Incentive Plan approved by the Board of Directors of Crosstex Energy GP, LLC on November 7, 2007 and 800,000 of which were authorized pursuant to an amendment to the Crosstex Energy GP, LLC Long-Term Incentive Plan, as amended and restated on March 17, 2009, and approved by our stockholders on May 7, 2009 (the "Plan"). We previously filed (i) a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") on July 14, 2003 (File No. 333-107025) covering 700,000 common units (1,400,000 common units following the two-for-one split of our outstanding common units on March 29, 2004) and (ii) a Registration Statement on Form S-8 with the Commission on August 18, 2005 (File No. 333-127645) covering an additional 400,000 common units, in each case authorized for issuance under the Plan (the "Prior Registration Statements"). Except as supplemented by the information set forth below, the contents of the Prior Registration Statements are incorporated herein by reference.

PART II

Item 3. Incorporation of Documents by Reference.

We incorporate by reference the following documents filed by us with the Commission:

- (1) our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 2, 2009;
- (2) our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009;
- (3) our Current Reports on Form 8-K filed on January 16, 2009; and
- (4) the description of our common units contained in our Registration Statement on Form 8-A, filed on November 4, 2002.

All documents filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, in any subsequently filed supplement to this Registration Statement or any document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

- 4.1 — Sixth Amended and Restated Agreement of Limited Partnership of Crosstex Energy, L.P., dated as of March 23, 2007 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated March 23, 2007, filed with the Commission on March 27, 2007).
- 4.2 — Amendment No. 1 to Sixth Amended and Restated Agreement of Limited Partnership of Crosstex Energy, L.P., dated December 20, 2007 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated December 20, 2007, filed with the Commission on December 21, 2007).
- 4.3 — Amendment No. 2 to Sixth Amended and Restated Agreement of Limited Partnership of Crosstex Energy, L.P. (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated March 27, 2008, filed with the Commission on March 28, 2008).
- 4.4 — Agreement of Limited Partnership of Crosstex Energy GP, L.P., dated as of July 12, 2002 (incorporated by reference to Exhibit 3.6 to our Registration Statement on Form S-1, file No. 333-97779).
- 4.5 — Amended and Restated Limited Liability Company Agreement of Crosstex Energy GP, LLC, dated as of December 17, 2002 (incorporated by reference to Exhibit 3.8 to our Registration Statement on Form S-1, file No. 333-97779).
- 4.6 — Crosstex Energy GP, LLC Amended and Restated Long-Term Incentive Plan, effective as of March 17, 2009 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed with the Commission on May 8, 2009).
- 5.1 — Opinion of Baker Botts L.L.P.
- 23.1 — Consent of KPMG LLP.
- 23.2 — Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 24.1 — Power of Attorney (included on the signature page to this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 11th day of May, 2009.

CROSSTEX ENERGY, L.P.

By: Crosstex Energy GP, L.P.,
its general partner

By: Crosstex Energy GP, LLC,
its general partner

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Barry E. Davis, Joe A. Davis and William W. Davis, and each of them, any of whom may act without the joinder of the other, as his lawful attorneys-in-fact and agents, with full power or substitution and resubstitution for him in any and all capacities, to sign and file any and all amendments to this Registration Statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry E. Davis</u> Barry E. Davis	President, Chief Executive Officer and Director (Principal Executive Officer)	May 11, 2009
<u>/s/ Leldon E. Echols</u> Leldon E. Echols	Director	May 11, 2009
<u>/s/ Bryan H. Lawrence</u> Bryan H. Lawrence	Director	May 11, 2009

[Table of Contents](#)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sheldon B. Lubar</u> Sheldon B. Lubar	Director	May 11, 2009
<u>/s/ Cecil E. Martin</u> Cecil E. Martin	Director	May 11, 2009
<u>/s/ Kyle D. Vann</u> Kyle D. Vann	Director	May 11, 2009
<u>/s/ William W. Davis</u> William W. Davis	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 11, 2009

EXHIBIT INDEX

- 4.1 — Sixth Amended and Restated Agreement of Limited Partnership of Crosstex Energy, L.P., dated as of March 23, 2007 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated March 23, 2007, filed with the Commission on March 27, 2007).
- 4.2 — Amendment No. 1 to Sixth Amended and Restated Agreement of Limited Partnership of Crosstex Energy, L.P., dated December 20, 2007 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated December 20, 2007, filed with the Commission on December 21, 2007).
- 4.3 — Amendment No. 2 to Sixth Amended and Restated Agreement of Limited Partnership of Crosstex Energy, L.P. (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated March 27, 2008, filed with the Commission on March 28, 2008).
- 4.4 — Agreement of Limited Partnership of Crosstex Energy GP, L.P., dated as of July 12, 2002 (incorporated by reference to Exhibit 3.6 to our Registration Statement on Form S-1, file No. 333-97779).
- 4.5 — Amended and Restated Limited Liability Company Agreement of Crosstex Energy GP, LLC, dated as of December 17, 2002 (incorporated by reference to Exhibit 3.8 to our Registration Statement on Form S-1, file No. 333-97779).
- 4.6 — Crosstex Energy GP, LLC Amended and Restated Long-Term Incentive Plan, effective as of March 17, 2009 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed with the Commission on May 8, 2009).
- 5.1 — Opinion of Baker Botts L.L.P.
- 23.1 — Consent of KPMG LLP.
- 23.2 — Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 24.1 — Power of Attorney (included on the signature page to this Registration Statement).



2001 ROSS AVENUE
DALLAS, TEXAS
75201-2980

TEL +1
214.953.6500
FAX +1
214.953.6503
www.bakerbotts.com

AUSTIN
BEIJING
DALLAS
DUBAI
HONG KONG
HOUSTON
LONDON
MOSCOW
NEW YORK
PALO ALTO
RIYADH
WASHINGTON

May 11, 2009

Crosstex Energy, L.P.
2501 Cedar Springs
Dallas, Texas 75201

Ladies and Gentlemen:

We have acted as counsel to Crosstex Energy, L.P., a Delaware limited partnership (the "Partnership"), Crosstex Energy GP, L.P., a Delaware limited partnership and the general partner of the Partnership (the "General Partner"), and Crosstex Energy GP, LLC, a Delaware limited liability company and the general partner of the General Partner (the "Company"), with respect to certain legal matters in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Partnership with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 3,800,000 additional common units representing limited partner interests of the Partnership (the "Common Units") that may be issued pursuant to the Company's Long-Term Incentive Plan, as amended (the "Plan"). At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined the Plan, the Partnership's Sixth Amended and Restated Agreement of Limited Partnership and the Partnership's Certificate of Limited Partnership, each as amended to date, and originals, or copies certified or otherwise identified, of partnership records of the Partnership, including minute books of the Partnership as furnished to us by the Partnership, certificates of public officials and of representatives of the Partnership, statutes (including the Delaware Revised Uniform Limited Partnership Act) and other instruments and documents as a basis for the opinions hereinafter expressed.

We have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are authentic, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

Based upon our examination as aforesaid, and subject to the assumptions, qualifications, limitations and exceptions herein set forth, we are of the opinion that, when issued and sold from time to time in accordance with the provisions of the Plan, the Common Units will be duly authorized, validly issued, fully paid and nonassessable.

The opinion set forth above is limited in all respects to the Revised Uniform Limited Partnership Act of the State of Delaware and federal laws of the United States, and no opinion is expressed herein as to matters governed by the law of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

Consent of Independent Registered Public Accounting Firm

The Partners of
Crosstex Energy, L.P.:

We consent to the incorporation by reference in this registration statement on Form S-8 of Crosstex Energy, L.P. and subsidiaries of our reports dated March 2, 2009, with respect to the consolidated balance sheets of Crosstex Energy, L.P. as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in partners' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2008, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2008, which reports appear in the December 31, 2008 annual report on Form 10-K of Crosstex Energy, L.P.

/s/ KPMG LLP

Dallas, Texas
May 11, 2009