

**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 12, 2011**

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))

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

On August 15, 2011, Crosstex Energy, L.P. (the "Registrant") announced the promotion of two members of the management team of Crosstex Energy GP, LLC, the Registrant's general partner. William W. Davis, currently Executive Vice President and Chief Financial Officer of Crosstex Energy GP, LLC, was appointed to the newly created position of Executive Vice President and Chief Operating Officer, effective as of August 12, 2011. Michael J. Garberding, currently Senior Vice President of Business Development and Finance of Crosstex Energy GP, LLC, was appointed to Senior Vice President and Chief Financial Officer, effective as of August 12, 2011.

In connection with his appointment as Executive Vice President and Chief Operating Officer, Mr. Davis received a restricted unit award for 12,217 common units representing limited partner interests in the Registrant ("Common Units") and a restricted stock award for 18,519 shares of common stock, par value \$0.01 per share ("Common Stock"), of Crosstex Energy, Inc., each of which will vest in three equal installments over three years. In connection with his appointment as Senior Vice President and Chief Financial Officer, Mr. Garberding received a restricted unit award for 18,326 Common Units and a restricted stock award for 27,778 shares of Common Stock, each of which will vest in three equal installments over three years. In addition, the compensation of Messrs. Davis and Garberding will include base salaries, bonuses, equity incentives and other benefits consistent with the treatment of other executives within the company.

The information required by Items 401(b) and (e) of Regulation S-K with respect to Messrs. Davis and Garberding is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission on February 25, 2011. Neither Mr. Davis nor Mr. Garberding has any relationship with, or has engaged in any transactions with, the Registrant that would require disclosure pursuant to Items 401(d) or 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On August 15, 2011, the Registrant issued a press release (the "Press Release") announcing the promotions described above in Item 5.02 of this Current Report on Form 8-K (this "Current Report"). 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 are deemed to be furnished and shall not be deemed to be "filed" for purposes of the Securities 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.

EXHIBIT NUMBER	DESCRIPTION
99.1	— Press Release dated August 15, 2011.

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, LLC, its General Partner

Date: August 18, 2011

By: /s/ Michael J. Garberding
Michael J. Garberding
Senior Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
99.1	— Press Release dated August 15, 2011.



FOR IMMEDIATE RELEASE
AUGUST 15, 2011

Contact: **Jill McMillan, Director, Public & Industry Affairs**
Phone: (214) 721-9271
Jill.McMillan@CrosstexEnergy.com

CROSSTEX ENERGY ANNOUNCES NEW EXECUTIVE ROLES

William W. Davis Promoted to Executive Vice President and Chief Operating Officer;
Michael J. Garberding Promoted to Senior Vice President and Chief Financial Officer

DALLAS, Aug 15, 2011 — The Crosstex Energy companies, Crosstex Energy, L.P. (NASDAQ:XTX) (the Partnership) and Crosstex Energy, Inc. (NASDAQ:XTXI) (the Corporation), today announced two promotions and changes in responsibilities among its senior management team, effective immediately. William W. (“Bill”) Davis, currently Executive Vice President and Chief Financial Officer, has been promoted to the newly created position of Executive Vice President and Chief Operating Officer. Michael J. Garberding, currently Senior Vice President of Business Development and Finance, has been promoted to Senior Vice President and Chief Financial Officer.

“Since joining Crosstex 10 years ago, Bill has developed a first-class finance organization and played a key role in the Crosstex senior leadership team. Recently, he also has been instrumental in operational improvements and growth of our existing assets, which has enabled us to increase our returns,” said Barry E. Davis, Crosstex President and Chief Executive Officer. “With our recently announced growth beyond our core areas, Bill’s leadership and operational capabilities will be important to our success.

“Mike has been a key leader in our finance organization during his three years at Crosstex. There will be a smooth transition as he moves into the CFO role. He assumed leadership of our business development efforts a year ago and has done a superb job of laying a solid foundation for Crosstex’s future growth,” Davis added. “These changes better position us to pursue our growth strategies while maintaining great focus and execution in our current operations.”

Bill Davis has more than 30 years of financial and accounting experience and is a well-known leader in the energy industry. Since joining Crosstex in 2001, he has played a vital role in the development and execution of the company’s business strategy, and has been instrumental in Crosstex’s evolution into a leading solutions provider in the midstream sector. Bill Davis graduated from Texas A&M University with a B.B.A. in accounting and is a certified public accountant.

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Mike Garberding has more than 20 years of financial and accounting experience in the energy industry. Prior to joining Crosstex in 2008, he was assistant treasurer at TXU Corp. focusing on structured transactions such as project financing for coal plant development and the sale of TXU Gas Company. Garberding earned a B.B.A. in accounting from Texas A&M University and an M.B.A. from the University of Michigan.

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 the Partnership and the Corporation based upon management’s experience and perception of historical trends, current conditions, expected future developments and other factors the Partnership and the Corporation believe are appropriate in the circumstances. These statements include, but are not limited to, statements with respect to the Partnership’s future growth and results of operations. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Partnership and the Corporation, which may cause the Partnership’s and the Corporation’s actual results to differ materially from those implied or expressed by the forward-looking statements. These risks include, but are not limited to, risks discussed in the Partnership’s and the Corporation’s filings with the Securities and Exchange Commission. The Partnership and the Corporation have 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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