

**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): **July 2, 2012**

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 2.01. Completion of Acquisition or Disposition of Assets.

On July 2, 2012, Crosstex Energy Services, L.P. (the "Buyer"), a wholly-owned subsidiary of Crosstex Energy, L.P. (the "Partnership"), completed its previously announced acquisition (the "Clearfield Acquisition") of all of the issued and outstanding common stock of Clearfield Energy, Inc. ("Clearfield Energy") pursuant to the terms of the Stock Purchase and Sale Agreement, dated as of May 7, 2012 (the "Acquisition Agreement"), with Energy Equity Partners, L.P. (the "Seller"), certain of the limited partners of the Seller, Clearfield Energy and Clearfield Energy's wholly-owned subsidiaries, Clearfield Holdings, Inc., West Virginia Oil Gathering Corporation, Appalachian Oil Purchasers, Inc., Kentucky Oil Gathering Corporation, Ohio Oil Gathering Corporation II, Ohio Oil Gathering Corporation III, OOGC Disposal Company I, M&B Gas Services, Inc., Clearfield Ohio Holdings, Inc., Pike Natural Gas Company, Eastern Natural Gas Company and Southeastern Natural Gas Company (collectively with Clearfield Energy, "Clearfield"). Clearfield is a crude oil, condensate and water services company with operations in Ohio, Kentucky and West Virginia.

At closing, the Buyer paid an amount in cash equal to approximately \$210 million, which is subject to post-closing adjustments as provided for in the Acquisition Agreement. The Clearfield Acquisition was financed with a portion of the proceeds from the Partnership's May 2012 issuance of approximately \$250 million senior unsecured notes due 2022.

A copy of the Acquisition Agreement was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Partnership with the Securities and Exchange Commission on May 8, 2012 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On July 2, 2012, the Partnership issued a press release announcing the closing of the Clearfield Acquisition. A copy of the press release is furnished as Exhibit 99.1 to this Current Report (this "Current Report") on Form 8-K. 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.

- (a) *Financial Statement of Business Acquired.*

As permitted under this item, the Partnership will file any financial statements required by this item by amendment to this Current Report not later than 71 days after the date this Current Report is required to be filed.

- (b) *Pro Forma Financial Information.*

As permitted under this item, the Partnership will file the pro forma financial information required to be filed by this item by amendment to this Current Report not later than 71 days after the date this Current Report is required to be filed.

(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 July 2, 2012.

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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: July 2, 2012

By: /s/ Michael J. Garberding

Michael J. Garberding
Senior Vice President and
Chief Financial Officer

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INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
99.1	— Press Release dated July 2, 2012.

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FOR IMMEDIATE RELEASE
JULY 2, 2012

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

CROSSTEX ENERGY COMPLETES ACQUISITION OF CLEARFIELD ENERGY, INC.

Partnership Expands Crude and Condensate Midstream Services to Utica Shale Play

DALLAS — July 2, 2012 — The Crosstex Energy companies, Crosstex Energy, L.P. (NASDAQ: XTEX) (the Partnership) and Crosstex Energy, Inc. (NASDAQ: XTXI) (the Corporation), today announced that the Partnership has completed its previously announced acquisition of privately held Clearfield Energy, Inc. for approximately \$210 million in cash. Clearfield is a 125-year-old crude oil, condensate and water services company with operations in Ohio, Kentucky and West Virginia. It is expected that the acquisition will be immediately accretive to distributable cash flow.

“The Clearfield acquisition positions Crosstex in the rapidly developing Utica and Marcellus shale plays and provides us with a substantial growth platform in a new geographic area,” said Barry E. Davis, Crosstex President and Chief Executive Officer. “Our core capabilities and strong financial position empower us to leverage these well-positioned assets and solid operations to accelerate future value creation. This represents a significant addition to our crude and condensate business, and our initial entry into salt water disposal. We also anticipate we will take advantage of natural gas gathering and processing opportunities that we plan to develop in the area.

“We welcome Clearfield’s talented employees into the Crosstex family. Clearfield’s assets have a rich legacy and we look forward to upholding the company’s strong tradition of outstanding customer service as we pursue the opportunities ahead of us together,” Davis added.

The assets currently handle approximately 300,000 barrels per month of crude and condensate in Ohio, Kentucky and West Virginia. They include a 4,500-barrel-per-hour crude oil barge-loading terminal on the Ohio River; a 28,000-barrel-per day crude oil rail-loading terminal on the Ohio Central Railroad network that Crosstex expects to expand to a 56,000-barrel-per-day facility by year-end 2012; and 200 miles of crude oil pipelines in Ohio and West Virginia. The assets also include more than 500,000 barrels of above ground storage, six brine water disposal wells with two additional wells under development and an extensive truck fleet with a capacity of 35,000 barrels per day. Crosstex also acquired more than 2,500 miles of unused right of way for future expansions.

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About the Crosstex Energy Companies

Crosstex Energy, L.P., a midstream natural gas company headquartered in Dallas, operates approximately 3,500 miles of pipeline, 10 processing plants and four 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 22 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 regarding the Partnership and Clearfield Energy, Inc. and the expected impact of the transaction, including the expected financial results for the Partnership. 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. We therefore caution you against relying on any of these forward-looking statements. 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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