

**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): **March 8, 2013**

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 7.01. Regulation FD Disclosure.

On March 8, 2013, Crosstex Energy, L.P. and Crosstex Energy Finance Corporation issued a press release announcing the commencement of their offer to exchange up to an aggregate of \$250,000,000 principal amount of their outstanding senior notes due 2022 for a like principal amount of their registered senior notes due 2022. The terms of the exchange offer are described in the prospectus as filed with the Securities and Exchange Commission on March 8, 2013.

A copy of the press release announcing the exchange offer is furnished as Exhibit 99.1 to 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 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 Exhibit 99.1 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 March 8, 2013.

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: March 8, 2013

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

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INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
99.1	— Press release dated March 8, 2013.

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FOR IMMEDIATE RELEASE

MARCH 8, 2013

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

**CROSSTEX ENERGY COMMENCES REGISTERED EXCHANGE OFFER
 FOR PREVIOUSLY ISSUED 7¹/₈ PERCENT SENIOR NOTES DUE 2022**

DALLAS, March 8, 2013 — Crosstex Energy, L.P. (NASDAQ: XTEX) (the Partnership) announced today that the Partnership and its wholly-owned subsidiary, Crosstex Energy Finance Corporation, are offering to exchange \$250 million of their outstanding 7¹/₈ percent Senior Notes due 2022, which were privately placed on May 24, 2012, for a like principal amount of 7¹/₈ percent Senior Notes due 2022 that have been registered under the U.S. Securities Act of 1933, as amended (the "Act"). The exchange notes are being offered pursuant to a registration rights agreement previously entered into in connection with the issuance of the outstanding notes.

The terms of the exchange notes are substantially the same as the terms of the outstanding notes, except that the exchange notes have been registered under the Act and the transfer restrictions, registration rights and provisions for additional interest relating to the outstanding notes do not apply to the exchange notes. Any outstanding original notes that are not exchanged will continue to be subject to the existing transfer restrictions.

The exchange offer will expire at 5:00 p.m., New York City time, on April 9, 2013, unless extended. Tenders of the original notes must be made before the exchange offer expires and may be withdrawn at any time before the exchange offer expires.

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The terms of the exchange offer are set forth in a prospectus dated March 8, 2013. Documents related to the offer, including the prospectus and the associated letter of transmittal, have been filed with the Securities Exchange Commission, and may be obtained from the exchange agent, Wells Fargo Bank, N.A. Wells Fargo's address, telephone number and facsimile number are as follows:

By Registered or Certified Mail
 Wells Fargo Bank, N.A.
 MAC N9303-121
 P.O. Box 1517
 Minneapolis, Minnesota 55480

By Overnight Delivery
 Wells Fargo Bank, N.A.
 MAC N9303-121
 6th & Marquette Avenue
 Minneapolis, Minnesota 55479

By Hand Delivery
 Wells Fargo Bank, N.A.
 608 2nd Avenue South
 Northstar East
 Building —12th Floor
 Minneapolis, Minnesota

Facsimile Transmission
 612-667-6282
 Attn: Corporate Trust Operations
 Confirm by Telephone:
 800-344-5128

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 March 8, 2013, and only to such persons and in such jurisdictions as is permitted under applicable law.

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About the Crosstex Energy Companies

Crosstex Energy, L.P. (NASDAQ: XTEX) is an integrated midstream energy partnership headquartered in Dallas, TX. XTEX offers tailored customer solutions spanning the energy value chain that link energy production with consumption. XTEX operates approximately 3,500 miles of natural gas, natural gas liquids and oil pipelines, 10 natural

gas processing plants and four fractionators, as well as barge and rail terminals, product storage facilities, brine water disposal wells and an extensive truck fleet. XTEX has the right platform, the right opportunities and the right people to pursue its growth-focused business strategy.

Crosstex Energy, Inc. (NASDAQ: XTXI) owns combined general and limited partner interests of approximately 19 percent 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. These statements are based on certain assumptions made by the Partnership based upon management's experience and perception of historical trends, current conditions, expected future developments and other factors the Partnership believe 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 the Partnership, which may cause the Partnership'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 filings with the Securities and Exchange Commission. The Partnership 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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