

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): June 18, 2004

CROSSTEX ENERGY, L.P.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State of incorporation
or organization)

000-50067
(Commission file number)

16-1616605
(I.R.S. employer
identification number)

2501 CEDAR SPRINGS, SUITE 600
DALLAS, TX
(Address of principal executive offices)

75201
(Zip code)

Registrant's telephone number, including area code: (214) 953-9500

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached Exhibit 99.1 and the information set forth therein are deemed to be furnished pursuant to Item 9 hereof and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

EXHIBIT NUMBER	DESCRIPTION
99.1	-- CROSSTEX ENERGY, L.P. Press Release dated June 21, 2004

ITEM 9. REGULATION FD DISCLOSURE

The Registrant hereby incorporates by reference into this Item 9 the information set forth in its press release, dated June 21, 2004, a copy of which is included as an exhibit to this Current Report. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein are deemed to be furnished and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

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: June 21, 2004

By: /s/ William W. Davis

William W. Davis
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER

DESCRIPTION

99.1	--	CROSSTEX ENERGY, L.P. Press Release dated June 21, 2004
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Crosstex Energy, L.P. Announces \$75 Million Private Placement Offering
with Prudential

DALLAS--(BUSINESS WIRE)--June 21, 2004--Crosstex Energy, L.P. (NasdaqNM:XTEX) today announced that it has completed a private placement offering of \$75 million in senior secured notes with Prudential Capital Group, an investment business of Prudential Financial Inc. (NYSE:PRU). The notes mature in 10 years, with an average life of eight years, have an annual coupon of 6.96 percent and are callable after three years at 103.5 percent of par. The notes will be used to repay borrowings under Crosstex's revolving credit facility. The notes have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act of 1933.

"Our strategy is to maintain a conservative capital structure. Given the long-term nature of our assets, we will continue to use long-term, fixed-rate debt for a majority of the debt portion of our capital structure," stated Barry E. Davis, president and chief executive officer. "Of course, we will also continue to maintain a conservative debt to total capital ratio to finance our growth, as we have done in the past."

About Crosstex

Crosstex Energy, L.P., a mid-stream natural gas company headquartered in Dallas, operates over 4,500 miles of pipeline, five processing plants, and over 50 natural gas amine treating plants. Crosstex currently provides services for over 1.5 BCF/day of natural gas.

Crosstex Energy Inc. (NasdaqNM:XTXI) owns ten million limited partner units in the Partnership, the two percent general partner interest in the Partnership, and the Partnership's incentive distribution rights. Additional information about Crosstex can be found at www.crosstexenergy.com.

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this press release, other than statements of historical facts, are "forward-looking statements" for purposes of these provisions.

CONTACT: Crosstex Energy, L.P., Dallas
Barry E. Davis or William W. Davis, 214-953-9500