

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 20, 2006

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

DELAWARE	000-50067	16-1616605
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2501 CEDAR SPRINGS, SUITE 100 DALLAS, TEXAS	75201
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(Address of principal executive offices)	(Zip Code)

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

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(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:

- 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))

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ITEM 7.01. REGULATION FD DISCLOSURE.

On March 20, 2006, Crosstex Energy, L.P. (the "Registrant") issued a press release announcing certain guidance for 2006. As previously announced on the Registrant's Current Report on Form 8-K dated March 17, 2006, the Registrant and Crosstex Energy, Inc. are hosting their second annual analyst meeting on March 20, 2006 from 8:30 a.m. - noon (CST). The meeting will be available live by conference call and webcast and will be available for replay for 30 days following the event. The slides for the Registrant's presentation at the analyst meeting have also been posted on the Investor Information events page of the Registrant's website at [www.crosstexenergy.com](http://www.crosstexenergy.com). The information contained on the Registrant's website is not incorporated by reference herein.

A copy of the press release is furnished as Exhibit 99.1 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 are deemed to be furnished and shall not be deemed to be "filed" for purposes of the Exchange Act.

EXHIBIT NUMBER	DESCRIPTION
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99.1	-- Press release dated March 20, 2006.

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: March 20, 2006

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

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EXHIBIT NUMBER	DESCRIPTION
99.1	-- Press Release dated March 20, 2006.

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[LOGO OF CROSSTEX]

FOR IMMEDIATE RELEASE  
March 20, 2006

Contact: Jill McMillan  
Phone: 214-721-9271  
jill.mcmillan@crosstexenergy.com

CROSSTEX ENERGY ANNOUNCES GUIDANCE FOR 2006;  
COMPANY HOSTS SECOND ANNUAL ANALYST MEETING

DALLAS, March 20, 2006 --- The Crosstex Energy companies, Crosstex Energy, L.P. (NasdaqNM: XTEX) (the Partnership) and Crosstex Energy, Inc. (NasdaqNM: XTIX) (the Corporation), are hosting their second annual analyst meeting today at The Stockyards Hotel in Fort Worth, Texas. The analyst meeting will showcase several members of Crosstex's senior management team and will include discussions concerning strategic planning, industry trends and market opportunities, as well as provide 2006 guidance.

"As Crosstex continues to experience rapid growth, our analyst meeting allows us to keep our shareholders well informed on our current and future plans to maximize growth opportunities and maintain our success," stated Barry E. Davis, President and Chief Executive Officer. "We continue our commitment to open communication with our investors, remaining accountable to our partners in success."

2006 GUIDANCE

The Partnership anticipates it will generate net income in 2006 of between \$18.0 million and \$26.0 million, and its estimate of Distributable Cash Flow for the year is in the range of \$84.5 million to \$95.5 million. Total maintenance capital expenditures are expected to be between \$10 and \$14 million in 2006.

The Partnership currently expects to pay total distributions for this year between \$2.10 and \$2.20 per unit. Based on that range the Corporation would receive total distributions between \$40.6 million and \$44.3 million from the Partnership. The Corporation anticipates direct cash expenses associated with its operations outside of the Partnership of approximately \$1.5 million. The Corporation expects that it will incur only nominal current year income tax expense due to tax loss carryforwards and other tax benefits it expects to use in 2006. However, it will continue to set its dividends as if it were a taxpayer. Therefore, it expects to pay dividends of between \$2.40 and \$2.65 per share in 2006.

WEBCAST/CONFERENCE CALL

The meeting will also be available live by conference call or webcast for those not able to attend. The dial-in number for the call is 866-713-8563, passcode 56314586. The call will start on Monday, March 20 at 8:30 a.m. CST and continue until 12 p.m. CST. A live webcast of the call can be accessed on the investor relations page of Crosstex Energy's website at [www.crosstexenergy.com](http://www.crosstexenergy.com). The call will also be available for replay for 30 days by dialing 888-286-8010, passcode 84439270, or by going to the investor relations events page of the Company's website. The PowerPoint presentations for today's analyst meeting have also been posted on [www.crosstexenergy.com](http://www.crosstexenergy.com) under Investor Information.

-More-

CROSSTEX ENERGY ANNOUNCES GUIDANCE FOR 2006;  
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ABOUT THE CROSSTEX ENERGY COMPANIES

Crosstex Energy, L.P., a mid-stream natural gas company headquartered in Dallas, operates over 5,000 miles of pipeline, nine processing plants, four fractionators, and approximately 150 natural gas amine treating plants and 22 dew point control plants. Crosstex currently provides services for over 3.0 Bcf/day of natural gas, or approximately 6.0 percent of marketed U.S. daily production based on August 2005 Department of Energy data.

Crosstex Energy, Inc. owns the two percent general partner interest, an approximately 38 percent limited partner interest, and the incentive distribution rights of Crosstex Energy, L.P.

Additional information about the Crosstex companies can be found at <http://www.crosstexenergy.com>.

NON-GAAP FINANCIAL INFORMATION

This press release contains non-generally accepted accounting principle financial measures of earnings before non-cash charges and less maintenance capital expenditures, which we refer to as Distributable Cash Flow. The amounts

included in the calculation of these measures are computed in accordance with generally accepted accounting principles (GAAP), with the exception of maintenance capital expenditures. Maintenance capital expenditures are capital expenditures made to replace partially or fully depreciated assets in order to maintain the existing operating capacity of our assets and to extend their useful lives. We believe this measure is useful to investors because it may provide users of this financial information with meaningful comparisons between current results and prior reported results and a meaningful measure of the Partnership's cash flow after it has satisfied the capital and related requirements of its operations. Distributable Cash Flow is not a measure of financial performance or liquidity under GAAP. It should not be considered in isolation or as an indicator of the Partnership's performance. Furthermore, it should not be seen as a measure of liquidity or a substitute for metrics prepared in accordance with GAAP. Our reconciliation of this measure to net income is included in the following table.

This press release contains forward-looking statements identified by the use of words such as "forecast," "anticipate," "plan" and "estimate." These statements are based on currently available information and assumptions and expectations that the Partnership and the Corporation believe are reasonable. However, the assumptions and expectations are subject to a wide range of business risks, so they can give no assurance that actual performance will fall within the forecast ranges. Among the key risks that may bear directly on the Partnership's and the Corporation's results of operation and financial condition are: (1) the amount of natural gas transported in the Partnership's gathering and transmission lines may decline as a result of competition for supplies, reserve declines and reduction in demand from key customers and markets; (2) the level of the Partnership's processing and treating operations may decline for similar reasons; (3) fluctuations in natural gas and natural gas liquids prices may occur due to weather and other natural and economic forces; (4) there may be a failure to successfully integrate new acquisitions; (5) the Partnership's credit risk management efforts may fail to adequately protect against customer nonpayment; (6) natural disasters such as hurricanes may significantly disrupt operations; and (7) the Partnership may not adequately address construction and operating risks. 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.

(Table follows).

CROSSTEX ENERGY ANNOUNCES GUIDANCE FOR 2006;  
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CROSSTEX ENERGY, L.P.  
FORECAST FOR 2006 NET INCOME  
RECONCILIATION TO DISTRIBUTABLE CASH FLOW  
(In millions)

	RANGE	
	LOW	HIGH
Net Income	\$ 18.0	\$ 26.0
Interest	41.0	40.0
Depreciation and Amortization	76.0	76.0
Stock Based Compensation (A)	9.0	8.0
Adjusted Cash Flow	144.0	150.0
Interest	41.0	40.0
Authorization of Net Cost	4.5	4.5
Maintenance Capital Expenditures	14.0	10.0
Distributable Cash Flow	\$ 84.5	\$ 95.5

(A) Stock based compensation expense is based on current generally accepted accounting principles. The Partnership has not yet evaluated the impact of complying with FAS 123 (revised 2005), which will require the expensing of options based upon fair value measurement beginning with the partnership's third quarter financial results.