

Enterprise GP Holdings L.P.

Form 8-K/A

January 03, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): December 27, 2007  
ENTERPRISE GP HOLDINGS L.P.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-32610**  
(Commission File Number)

**13-4297064**  
(I.R.S. Employer  
Identification No.)

**1100 Louisiana, 10<sup>th</sup> Floor, Houston, Texas**  
(Address of Principal Executive Offices)

**77002**  
(Zip Code)

**(713) 381-6500**

Registrant's Telephone Number, including Area Code

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))
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**Explanatory Note:** This Form 8-K/A amends the Form 8-K filed by the registrant on December 27, 2007 (the Original Filing ) by filing as an exhibit hereto the amendment to the registrant's partnership agreement.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

Item 5.03 of the Original Filing is amended and restated as follows:

On December 27, 2007, the general partner of Enterprise GP Holdings L.P. (the Partnership ) amended the Partnership's agreement of limited partnership in order to comply with the New York Stock Exchange's eligibility rules regarding the Depository Trust Company's Direct Registration System.

A copy of amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No. Description

3.1 First Amendment to First Amended and Restated Partnership Agreement of Enterprise GP Holdings L.P. dated as of December 27, 2007.

**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.

**ENTERPRISE GP HOLDINGS L.P.**

By: EPE Holdings, LLC,  
its General Partner

Date: January 3, 2008

By: /s/ Richard H. Bachmann  
Name:

Richard H. Bachmann  
Title: Executive Vice President, Chief Legal Officer  
and  
Secretary

**Exhibit Index**

**Exhibit  
Number**

**Description**

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