

Enterprise GP Holdings L.P.  
Form 8-K  
March 17, 2006

**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): December 31, 2005

## **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.)

**2727 North Loop West, Houston, Texas**  
(Address of Principal Executive Offices)  
**(713) 426-4500**

**77008-1044**  
(Zip Code)

(Registrant's Telephone Number, including Area Code)

## Edgar Filing: Enterprise GP Holdings L.P. - Form 8-K

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 8.01. Other Events.**

We are filing the audited consolidated balance sheet of EPE Holdings, LLC dated December 31, 2005, which is included as Exhibit 99.1 to this current report. EPE Holdings, LLC is the general partner of Enterprise GP Holdings L.P.

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

*(a) Financial Statements of Businesses Acquired.*

Not applicable.

*(b) Pro Forma Financial Information.*

Not applicable.

*(c) Shell Company Transactions.*

Not applicable.

*(d) Exhibits.*

23.1	Consent of Deloitte & Touche LLP
99.1	Audited Consolidated Balance Sheet of EPE Holdings, LLC dated December 31, 2005.

**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, as general partner

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Date: March 17, 2006

By: \_\_\_/s/ Michael J. Knesek\_\_\_\_\_  
Michael J. Knesek  
Senior Vice President, Controller  
and Principal Accounting Officer  
of EPE Holdings, LLC

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