
**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): February 12, 2016

TARGA RESOURCES PARTNERS LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-33303
(Commission
File Number)

65-1295427
(IRS Employer
Identification No.)

1000 Louisiana, Suite 4300
Houston, TX 77002
(Address of principal executive office and Zip Code)

(713) 584-1000
(Registrants' 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:

- 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 5.07 Submission of Matters to a Vote of Security Holders.

Targa Resources Partners LP (the “Partnership”) held a Special Meeting of Common Unitholders (the “Special Meeting”) on February 12, 2016. At the Special Meeting, the Partnership’s common unitholders met for the following purposes: (1) to consider and vote upon a proposal (the “Merger proposal”) to approve the Agreement and Plan of Merger, dated as of November 2, 2015, by and among Targa Resources Corp. (“TRC”), Spartan Merger Sub LLC, the Partnership and Targa Resources GP LLC, pursuant to which TRC will acquire indirectly all of the outstanding common units representing limited partner interests in Targa Resources Partners LP that TRC and its subsidiaries do not already own (the “Merger”); and (2) to consider and vote upon, on an advisory non-binding basis, the compensation payments that may be paid or become payable to the Partnership’s named executive officers in connection with the Merger (the “TRP compensation proposal”). The following are the final voting results on proposals considered and voted upon at the Special Meeting, each of which is more fully described in the Partnership’s definitive proxy statement filed on January 11, 2016:

1. The Merger proposal was approved by the following vote:

<u>VOTES FOR</u>	<u>VOTES AGAINST</u>	<u>VOTES ABSTAINED</u>	<u>BROKER NON-VOTES</u>
108,102,258	4,061,646	185,661	0

2. The TRP compensation proposal was approved by the following vote:

<u>VOTES FOR</u>	<u>VOTES AGAINST</u>	<u>VOTES ABSTAINED</u>	<u>BROKER NON-VOTES</u>
104,591,656	7,197,154	560,755	0

Item 8.01 Other Events.

On February 12, 2016, the Partnership and TRC issued a joint press release announcing the voting results of the Special Meeting. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 12, 2016, issued by Targa Resources Partners LP and Targa Resources Corp.

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 thereunto duly authorized.

TARGA RESOURCES PARTNERS LP

By: Targa Resources GP LLC,
Its general partner

By: /s/ Matthew J. Meloy
Matthew J. Meloy
Executive Vice President and Chief Financial Officer

Dated: February 12, 2016

INDEX TO EXHIBITS

**Exhibit
Number**

Description

99.1 Press Release, dated February 12, 2016, issued by Targa Resources Partners LP and Targa Resources Corp.



1000 Louisiana, Suite 4300
Houston, TX 77002
713.584.1000

**Targa Resources Corp. and Targa Resources Partners LP Announce
Stockholder and Unitholder Approval of the Merger**

Houston, Texas, February 12, 2016 – Targa Resources Corp. (the “Company”) (NYSE:TRGP) announced that the stockholders of the Company approved at a special meeting of stockholders held today the issuance of shares of common stock of the Company (the “share issuance”) in connection with the Company’s proposed merger with Targa Resources Partners LP (the “Partnership”) (NYSE:NGLS) (the “Merger”). Approximately 92.2% of the shares of the Company’s common stock that were voted approved the share issuance.

A special meeting of the Partnership’s common unitholders was also held today to approve the merger agreement in connection with the Merger. Approximately 96.2% of the common units that were voted approved the Merger, which results in approval by approximately 58.5% of the outstanding common units of the Partnership as of the record date of January 12, 2016.

The approvals by the stockholders of the Company and the common unitholders of the Partnership described above satisfy two of the remaining conditions required to finalize the Merger. The Merger is subject to customary closing conditions and is expected to close on February 17, 2016.

Forward-Looking Statements

Certain statements in this communication are “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, including, without limitation, statements regarding the expected benefits of the proposed transaction to TRC and TRP and their stockholders and unitholders, respectively, the anticipated completion of the proposed transaction or the timing thereof, the expected future growth, dividends, distributions of the combined company, and plans and objectives of management for future operations. All statements, other than statements of historical facts, included in this communication that address activities, events or developments that TRC or TRP expects, believes or anticipates will or may occur in the future, are forward-looking statements. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties, factors and risks, many of which are outside the control of TRC and TRP, which could cause results to differ materially from those expected by management of TRC and TRP. Such risks and uncertainties include, but are not limited to, weather, political, economic and market conditions, including a decline in the price and market demand for natural gas, natural gas liquids and crude oil, the timing and success of business development efforts; and other uncertainties. These and other applicable uncertainties, factors and risks are described more fully in TRC’s and TRP’s filings with the SEC, including the Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Neither TRC nor TRP undertakes an obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

About Targa Resources Corp. and Targa Resources Partners LP

Targa Resources Corp. is a publicly traded Delaware corporation that owns a 2% general partner interest (which the Company holds through its 100% ownership interest in the general partner of the Partnership), all of the outstanding incentive distribution rights and a portion of the outstanding limited partner interests in Targa Resources Partners LP.

Targa Resources Partners LP is a publicly traded Delaware limited partnership formed in October 2006 by its parent, Targa Resources Corp., to own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets. The Partnership is a leading provider of midstream natural gas and natural gas liquid services in the United States. In addition, the Partnership provides crude oil gathering and crude oil and petroleum product terminaling services. The Partnership is engaged in the business of gathering, compressing, treating, processing and selling natural gas; storing, fractionating, treating, transporting, terminaling and selling NGLs and NGL products, including services to LPG exporters; gathering, storing, and terminaling crude oil; and storing and terminaling petroleum products. The Partnership reports its operations in two divisions: (i) Gathering and Processing, consisting of two reportable segments—(a) Field Gathering and Processing and (b) Coastal Gathering and Processing; and (ii) Logistics and Marketing, consisting of two reportable segments—(a) Logistics Assets and (b) Marketing and Distribution. The financial results of the Partnership’s commodity hedging activities are reported in Other.

The principal executive offices of Targa Resources Corp. and Targa Resources Partners LP are located at 1000 Louisiana, Suite 4300, Houston, TX 77002 and their telephone number is 713-584-1000. For more information please go to www.targaresources.com.

Contact investor relations by phone at (713) 584-1133.

Jennifer Kneale
Vice President — Finance

Matthew Meloy
Executive Vice President and Chief Financial Officer