

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 - May 24, 2001

(Date of earliest event reported: May 18, 2001)

EL PASO ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-11680  
(Commission File Number)

76-0396023  
(I.R.S. Employer Identification Number)

El Paso Building, 1001 Louisiana Street, Houston, Texas 77002  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 420-2600

ITEM 5. OTHER EVENTS.

On May 18, 2001, we announced the completion of our private offering of \$250 million of 8.5-percent Senior Subordinated Notes due June 1, 2011. A copy of our press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) No financial statements are filed with this report.
- (b) Exhibits.

Exhibit No.	Description
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99.1	Press release dated May 18, 2001.

SIGNATURE

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.

Date: May 24, 2001

EL PASO ENERGY PARTNERS, L.P.

By: /s/ D. Mark Leland

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D. Mark Leland  
Sr. Vice President  
and Controller  
(Chief Accounting Officer)

Exhibit Index

Exhibit No.	Description
----- 99.1	----- Press release dated May 18, 2001.

## PRESS RELEASE

El Paso Energy Partners, L.P. Announces Closing of Its  
\$250 Million Private Offering of Its 8.5-Percent Senior  
Subordinated Notes

HOUSTON, TEXAS, May 18, 2011 - El Paso Energy Partners, L.P. (NYSE:EPN) announced today that it has completed its private offering of \$250 million of 8.5-percent Senior Subordinated Notes due June 1, 2011. The net proceeds of the offering will be used to reduce indebtedness under the partnership's revolving credit agreement.

These securities have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws, and are only being offered to qualified institutional buyers in reliance on Rule 144A and to persons outside of the United States under Regulation S. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities.

El Paso Energy Partners, L.P. is a publicly owned master limited partnership. The partnership owns and operates a diversified set of midstream assets including five offshore natural gas and oil pipelines and five production handling platforms located in the Gulf of Mexico, strategically located salt dome storage facilities with 6.7 billion cubic feet of current working gas storage capacity in Mississippi, a 450-mile coal bed methane gathering system in Alabama, and more than 600 miles of natural gas liquids gathering and transportation pipelines and three fractionation plants located in south Texas.

## Contacts:

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements and projections, made in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The company has made every reasonable effort to ensure that the information and assumptions on which these statements and projections are based are current, reasonable, and complete. However, a variety of factors could cause actual results to differ materially from the projections, anticipated results or other expectations expressed in this release. While the company makes these statements and projections in good faith, neither the company nor its management can guarantee that the anticipated future results will be achieved. Reference should be made to the company's (and its affiliates') Securities and Exchange Commission filings for additional important factors that may affect actual results.