
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ENTERPRISE PRODUCTS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

76-0568219
(I.R.S. Employer
Identification Number)

1100 Louisiana Street, 10th Floor
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

2008 Enterprise Products Long-Term Incentive Plan
(Fourth Amendment and Restatement)
(Full title of the plan)

Harry P. Weitzel
1100 Louisiana Street, 10th Floor
Houston, Texas 77002
(Name and address of agent for service)

(713) 381-6500
(Telephone number, including area code, of agent for service)

Copy to:
David C. Buck
Sidley Austin LLP
1000 Louisiana Street, Suite 5900
Houston, Texas 77002
(713) 495-4500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), Enterprise Products Partners L.P. (“Enterprise” or the “Partnership”) is filing this registration statement to register 100,000,000 additional Common Units pursuant to the 2008 Enterprise Products Long-Term Incentive Plan (Fourth Amendment and Restatement) (and as may be further amended from time to time, the “Plan”), not previously registered, including awards that may be issued after the date of this registration statement. The Board of Directors of the general partner of the Partnership recommended for approval and, on November 22, 2022, the unitholders of the Partnership approved an amendment and restatement to the Plan that, among other things, increased the number of Common Units available for issuance under the Plan from 65,000,000 to up to 165,000,000 Common Units, pursuant to the Plan, and extended the term of the Plan.

The contents of the registration statements on Form S-8 of Enterprise (Nos. 333-150680 and 333-191515) relating to the Plan are incorporated by reference into this registration statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Partnership incorporates by reference in this registration statement the following documents and information previously filed with the Securities and Exchange Commission (the "Commission"):

- (1) The Partnership's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, as filed by the Partnership with the Commission (File No. 001-14323) on February 28, 2022;
- (2) The Partnership's Quarterly Reports on Form 10-Q for each of the quarters ended [March 31, 2022](#), [June 30, 2022](#) and [September 30, 2022](#);
- (3) The Partnership's Current Reports on Form 8-K as filed by the Partnership with the Commission (File No. 001-14323) on [March 1, 2022](#), [August 3, 2022](#), [September 6, 2022](#), [November 16, 2022](#) and [November 22, 2022](#) (only to the extent the information contained in each of these Forms 8-K has been filed and not furnished); and
- (4) The description of the Partnership's common units contained in the Partnership's Registration Statement on [Form 8-A/A](#) (File No. 001-14323) as filed by the Partnership with the Commission on November 23, 2010, and any amendment or report filed for the purpose of updating that description.

All documents filed with the Commission by the Partnership pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (excluding any information furnished pursuant to Item 2.02 and Item 7.01 on any current report on Form 8-K), subsequent to the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against all claims and demands whatsoever. The Partnership's partnership agreement provides that the Partnership will indemnify (i) Enterprise Products Holdings LLC ("Enterprise GP"), (ii) any departing general partner, (iii) any person who is or was an affiliate of Enterprise GP or any departing general partner, (iv) any person who is or was a member, partner, officer director, employee, agent or trustee of Enterprise GP or any departing general partner or any affiliate of Enterprise GP or any departing general partner or (v) any person who is or was serving at the request of Enterprise GP or any departing general partner or any affiliate of any such person, any affiliate of Enterprise GP or any fiduciary or trustee of another person (each, a "Partnership Indemnitee"), to the fullest extent permitted by law, from and against any and all losses, claims, damages, liabilities (joint or several), expenses (including, without limitation, legal fees and expenses), judgments, fines, penalties, interest, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, in which any Partnership Indemnitee may be involved, or is threatened to be involved, as a party or otherwise, by reason of its status as a Partnership Indemnitee; provided that in each case the Partnership Indemnitee acted in good faith and in a manner that such Partnership Indemnitee reasonably believed to be in or not opposed to the best interests of the Partnership and, with respect to any criminal proceeding, had no reasonable cause to believe its conduct was

unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not create an assumption that the Partnership Indemnitee acted in a manner contrary to that specified above. Any indemnification under these provisions will be only out of the assets of the Partnership, and Enterprise GP shall not be personally liable for, or have any obligation to contribute or lend funds or assets to the Partnership to enable it to effectuate, such indemnification. The Partnership is authorized to purchase and maintain (or to reimburse Enterprise GP or its affiliates for the cost of) insurance against liabilities asserted against and expenses incurred by such persons in connection with the Partnership's activities, regardless of whether the Partnership would have the power to indemnify such person against such liabilities under the provisions described above.

Section 18-108 of the Delaware Limited Liability Company Act provides that, subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, a Delaware limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. The limited liability company agreement of Enterprise GP provides for the indemnification of (i) present or former members of the Board of Directors of Enterprise GP or any committee thereof, (ii) present or former members of Enterprise GP (iii) present or former officers, employees, partners, agents or trustees of Enterprise GP or (iv) persons serving at the request of Enterprise GP in another entity in a similar capacity as that referred to in the immediately preceding clauses (i) or (iii) (each, a "General Partner Indemnitee") to the fullest extent permitted by law, from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including reasonable legal fees and expenses), judgments, fines, penalties, interest, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, in which any such person may be involved, or is threatened to be involved, as a party or otherwise, by reason of such person's status as a General Partner Indemnitee; provided, that in each case the General Partner Indemnitee acted in good faith and in a manner which such General Partner Indemnitee believed to be in, or not opposed to, the best interests of Enterprise GP and, with respect to any criminal proceeding, had no reasonable cause to believe such General Partner Indemnitee's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not create a presumption that the General Partner Indemnitee acted in a manner contrary to that specified above. Any indemnification pursuant to these provisions shall be made only out of the assets of Enterprise GP. Enterprise GP is authorized to purchase and maintain insurance, on behalf of the members of its Board of Directors, its officers and such other persons as the Board of Directors may determine, against any liability that may be asserted against or expense that may be incurred by such person in connection with the activities of Enterprise GP, regardless of whether Enterprise GP would have the power to indemnify such person against such liability under the provisions of its limited liability company agreement.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Partnership or Enterprise GP as set forth above, the Partnership and Enterprise GP have been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

<u>Number</u>	<u>Description</u>
4.1	<u>Form of Common Unit certificate (filed as Exhibit A to Seventh Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P. and incorporated by reference to Exhibit 3.1 to Form 8-K filed October 1, 2020).</u>
4.2	<u>Certificate of Limited Partnership of Enterprise Products Partners L.P. (incorporated by reference to Exhibit 3.6 to Form 10-Q filed November 9, 2007).</u>
4.3	<u>Certificate of Amendment to Certificate of Limited Partnership of Enterprise Products Partners L.P., filed on November 22, 2010 with the Delaware Secretary of State (incorporated by reference to Exhibit 3.6 to Form 8-K filed November 23, 2010).</u>

- 4.4 [Seventh Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., dated September 30, 2020 \(incorporated by reference to Exhibit 3.1 to Form 8-K filed October 1, 2020\).](#)
- 4.5 [Certificate of Formation of Enterprise Products Holdings LLC \(formerly named EPE Holdings, LLC\) \(incorporated by reference to Exhibit 3.3 to Form S-1/A Registration Statement, Reg. No. 333-124320, filed by Enterprise GP Holdings L.P. on July 22, 2005\).](#)
- 4.6 [Certificate of Amendment to Certificate of Formation of Enterprise Products Holdings LLC \(formerly named EPE Holdings, LLC\), filed on November 22, 2010 with the Delaware Secretary of State \(incorporated by reference to Exhibit 3.5 to Form 8-K filed November 23, 2010\).](#)
- 4.7 [Sixth Amended and Restated Limited Liability Company Agreement of Enterprise Products Holdings LLC dated effective as of August 9, 2022 \(incorporated by reference to Exhibit 3.9 to Form 10-Q filed August 9, 2022\).](#)
- 4.8 [2008 Enterprise Products Long-Term Incentive Plan \(Fourth Amendment and Restatement\) \(incorporated by reference to Annex A to Definitive Proxy Statement on Schedule 14A filed October 24, 2022\).](#)
- *5.1 [Opinion of Sidley Austin LLP with respect to the legality of the securities.](#)
- *23.1 [Consent of Deloitte & Touche LLP.](#)
- *23.2 [Consent of Sidley Austin LLP \(included as part of Exhibit 5.1\).](#)
- *24.1 [Powers of Attorney \(set forth on the signature page of this registration statement\).](#)
- *107.1 [Calculation of Filing Fee Table.](#)

* Filed herewith.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - i. To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on November 22, 2022.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products Holdings LLC
as General Partner

By: /s/ W. Randall Fowler
W. Randall Fowler
Co-Chief Executive Officer and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints A.J. Teague, W. Randall Fowler, Christian M. Nelly and Harry P. Weitzel and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462(b), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 22, 2022.

Signature	Title (of Enterprise Products Holdings LLC)
<u>/s/ RANDA DUNCAN WILLIAMS</u> Randa Duncan Williams	Director and Chairman of the Board
<u>/s/ RICHARD H. BACHMANN</u> Richard H. Bachmann	Director and Vice-Chairman of the Board
<u>/s/ A. JAMES TEAGUE</u> A. James Teague	Director and Co-Chief Executive Officer (Principal Executive Officer)
<u>/s/ W. RANDALL FOWLER</u> W. Randall Fowler	Director and Co-Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial Officer)
<u>/s/ HARRY P. WEITZEL</u> Harry P. Weitzel	Director and Executive Vice President, General Counsel and Secretary
<u>/s/ R. DANIEL BOSS</u> R. Daniel Boss	Executive Vice President – Accounting, Risk Control and Information Technology (Principal Accounting Officer)
<u>/s/ CARIN M. BARTH</u> Carin M. Barth	Director

/s/ MURRAY E. BRASSEUX

Murray E. Brasseux

Director

/s/ JAMES T. HACKETT

James T. Hackett

Director

William C. Montgomery

Director

/s/ JOHN R. RUTHERFORD

John R. Rutherford

Director

Richard S. Snell

Director

SIDLEY

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November 22, 2022

Enterprise Products Partners L.P.
1100 Louisiana Street, 10th Floor
Houston, Texas 77002

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Enterprise Products Partners L.P., a Delaware limited partnership (the "Partnership"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 100,000,000 additional common units (the "Units") representing limited partner interests in the Partnership which may be issued pursuant to the 2008 Enterprise Products Long-Term Incentive Plan (Fourth Amendment and Restatement) (the "Plan").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the (i) Registration Statement; (ii) the Certificate of Limited Partnership of the Partnership, as amended to date; (iii) the Seventh Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of September 30, 2020 (the "Partnership Agreement"); (iv) the Certificate of Formation of Enterprise Products Holdings LLC, a Delaware limited liability company and the general partner of the Partnership (the "General Partner"), as amended to date; (v) the Fifth Amended and Restated Limited Liability Company Agreement of the General Partner, dated effective as of September 7, 2011, as amended to date; (vi) the Plan; (vii) the resolutions adopted by the board of directors of the General Partner relating to the Registration Statement and the Plan; and (viii) the proposal adopted by the unitholders of the Partnership relating to the Plan at the Partnership's special meeting of unitholders held on November 22, 2022. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Partnership, the General Partner and others, and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons

and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Partnership and the General Partner.

Based on the foregoing, we are of the opinion that each Unit that is newly issued pursuant to the Plan will be validly issued, and the person entitled to such Unit will have no obligation, solely by reason of their ownership of such Unit, to make any contributions to the Partnership or any further payments for their purchase of such Unit, and such persons will have no personal liability, solely by reason of their ownership of such Unit, to creditors of the Partnership for any of its debts, liabilities or other obligations, when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Unit shall have been duly issued and delivered in accordance with the Plan; and (iii) certificates representing such Unit shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor or, if any Unit is to be issued in uncertificated form, the Partnership's books shall reflect the issuance of such Unit to the person entitled thereto against payment of the agreed consideration therefor, all in accordance with the Plan.

This opinion letter is limited to the Delaware Revised Uniform Limited Partnership Act. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ SIDLEY AUSTIN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2022, relating to the financial statements of Enterprise Products Partners L.P. and the effectiveness of Enterprise Products Partners L.P.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Enterprise Products Partners L.P. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Houston, Texas
November 22, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Enterprise Products Partners L.P.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Units representing limited partner interests	Rule 457(c) and Rule 457(h)	100,000,000	\$24.57	\$2,457,000,000	0.00011020	\$270,761.40
Total Offering Amounts					\$2,457,000,000		\$270,761.40
Total Fee Offsets							—
Net Fee Due							\$270,761.40

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), there is also being registered such additional number of common units representing limited partner interests in the issuer (“Common Units”) as may become available under the plan because of events such as recapitalizations, stock dividends, stock splits or similar transactions effected without the receipt of consideration that increases the number of outstanding Common Units.
- (2) Represents Common Units reserved for delivery under the 2008 Enterprise Products Long-Term Incentive Plan (Fourth Amendment and Restatement).
- (3) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act and based upon the average of the high and low sales prices of the Common Units as reported on The New York Stock Exchange on November 21, 2022.