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

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**Pre-Effective Amendment No. 1**  
**to**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**DCP MIDSTREAM PARTNERS, LP**  
(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**03-0567133**  
(I.R.S. Employer  
Identification Number)

**370 17th Street, Suite 2500**  
**Denver, Colorado 80202**  
**(303) 633-2900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Michael S. Richards, Esq.**  
**Vice President & General Counsel**  
**370 17th Street, Suite 2500**  
**Denver, Colorado 80202**  
**(303) 633-2900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copy to:**

**Lucy Stark, Esq.**  
**Scott A. Berdan, Esq.**  
**Holland & Hart LLP**  
**555 17th Street, Suite 3200**  
**Denver, Colorado 80202**  
**(303) 295-8000**

**From time to time after the effective date of this registration statement.**  
(Approximate date of commencement of proposed sale to the public)

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 426(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting 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"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission acting pursuant to said section 8(a), may determine.**

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### **Explanatory Note**

This Pre-Effective Amendment No. 1 is being filed for the purpose of filing an updated opinion regarding legality by (Exhibit 5.1) and consent of (Exhibit 23.3) Holland & Hart LLP to the registration statement on Form S-3 (Commission File No. 333-196939). No changes are being made to Part I or Part II of the registration statement.

**Item 16. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
1.1†	Form of Underwriting Agreement.
5.1*	Opinion of Holland & Hart LLP as to the legality of the common units being registered.
8.1**	Opinion of Holland & Hart LLP relating to tax matters.
23.1**	Consent of Deloitte & Touche LLP related to their report on (i) DCP Midstream Partners, LP's Consolidated Financial Statements as of December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013 (incorporated by reference to DCP Midstream Partners, LP's Current Report on Form 8-K dated June 13, 2014 (File No. 001-32678)), and (ii) the effectiveness of DCP Midstream Partners, LP's internal control over financial reporting as of December 31, 2013 (incorporated by reference to DCP Midstream Partners, LP's Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 26, 2014 (File No. 001-32678)).
23.2**	Consent of Deloitte & Touche LLP on (i) the DCP Southern Hills Pipeline, LLC Financial Statements as of and for the years ended December 31, 2013 and 2012, and for the period from inception (June 21, 2011) to December 31, 2011; and (ii) the DCP Sand Hills Pipeline, LLC Financial Statements as of and for the years ended December 31, 2013 and 2012, and for the period from inception (February 2, 2011) to December 31, 2011.
23.3*	Consent of Holland & Hart LLP (contained in Exhibit 5.1 hereto).
23.4**	Consent of Holland & Hart LLP (contained in Exhibit 8.1 hereto).
24.1**	Power of Attorney (contained on the signature page hereto).

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\* Filed herewith.

\*\* Previously filed.

† To be filed as an exhibit to a current report on Form 8-K in connection with a specific offering.

## 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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on July 3, 2014.

DCP MIDSTREAM PARTNERS, LP,

By: DCP MIDSTREAM GP, LP, its general partner

By: DCP MIDSTREAM GP, LLC, its general partner

By: \_\_\_\_\_  
\*  
**Wouter T. van Kempen**  
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * <b>Wouter T. van Kempen</b>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	July 3, 2014
_____ * <b>William S. Waldheim</b>	President and Director	July 3, 2014
_____ * <b>Sean P. O'Brien</b>	Group Vice President and Chief Financial Officer (Principal Financial Officer)	July 3, 2014
_____ * <b>Richard A. Loving</b>	Vice President and Controller (Principal Accounting Officer)	July 3, 2014
_____ * <b>Paul F. Ferguson, Jr.</b>	Director	July 3, 2014
_____ * <b>R. Mark Fiedorek</b>	Director	July 3, 2014
_____ * <b>Alan Harris</b>	Director	July 3, 2014
_____ * <b>Frank A. McPherson</b>	Director	July 3, 2014
_____ * <b>Thomas C. Morris</b>	Director	July 3, 2014

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<div><div>*</div><div>Stephen R. Springer</div></div>	Director	July 3, 2014
<div><div>*</div><div>Andy Viens</div></div>	Director	July 3, 2014
<div><div>*</div><div>Brian R. Wenzel</div></div>	Director	July 3, 2014
<div><div>*By: /s/ Michael S. Richards</div><div>Michael S. Richards</div><div>Attorney-in-fact</div></div>		

## EXHIBIT INDEX

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*	Filed herewith.
**	Previously filed.
†	To be filed as an exhibit to a current report on Form 8-K in connection with a specific offering.



July 3, 2014

DCP Midstream Partners, LP  
370 17th Street, Suite 2500  
Denver, Colorado 80202

Re: Registration Statement on Form S-3 for DCP Midstream Partners, LP

Ladies and Gentlemen:

We have acted as counsel to DCP Midstream Partners, LP, a Delaware limited partnership (the "Partnership"), in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by the Partnership on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offer and sale from time to time, pursuant to Rule 415 under the Securities Act, of up to an aggregate of \$500,000,000 of common units representing limited partnership interests in the Partnership (the "Common Units"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement. The Common Units will be offered in amounts, at prices, and on terms to be determined in light of market conditions at the time of sale and to be set forth in supplements (each, a "Prospectus Supplement") to the prospectus contained in the Registration Statement (the "Prospectus").

As the basis for the opinions hereinafter expressed, we have examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act"), records and documents of the Partnership, certificates of officers of the Partnership and public officials, and other instruments and documents as we deemed relevant or necessary for the purposes of the opinions set forth below, including, but not limited to, the Registration Statement, the Prospectus, the Second Amended and Restated Agreement of Limited Partnership of the Partnership dated as of November 1, 2006, as amended by Amendment No. 1 thereto dated as of April 11, 2008, and Amendment No. 2 thereto dated as of April 1, 2009 (as so amended, the "Partnership Agreement"), and the Certificate of Limited Partnership of the Partnership filed with the Secretary of State of the State of Delaware on August 5, 2005.

In making our examination, we have assumed: (i) that all signatures on documents examined by us are genuine; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity with the original documents of all documents submitted to us as certified, conformed, electronic, or photostatic copies; (iv) that each person signing in a representative capacity (other than on behalf of the Partnership) any document reviewed by us had authority to sign in such capacity; (v) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates



we have reviewed; (vi) that the Registration Statement and the organizational documents of the Partnership, each as amended to the date hereof, will not have been amended from the date hereof in a manner that would affect the validity of the opinions rendered herein; (vii) that each individual signing any document had the legal capacity to do so, and (viii) the accuracy, completeness and authenticity of certificates of public officials.

We have also assumed that any execution, delivery, and performance of a Definitive Purchase Agreement (as defined below) will not: (i) violate, conflict with, result in a breach of, or require any consent under, the Partnership Agreement, or other organizational documents of the Partnership or applicable laws with respect to the Partnership; (ii) violate any requirement or restriction imposed by any order, writ, judgment, injunction, decree, determination, or award of any court or governmental body having jurisdiction over the Partnership or any of its assets; or (iii) constitute a breach or violation of any agreement or instrument that is binding upon the Partnership, and we have assumed that each Definitive Purchase Agreement will constitute the valid and legally binding obligation of the Partnership, enforceable against it in accordance with the terms of each Definitive Purchase Agreement. We have also assumed the accuracy of all other information provided to us by the Partnership during the course of our investigations, on which we have relied in issuing the opinions expressed below. We have relied upon a certificate and other assurances of officers of the general partner (the "General Partner") of the Partnership, and others as to factual matters without having independently verified such factual matters. In connection with the opinions hereinafter expressed, we have assumed that: (i) the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective and comply with applicable law; (ii) a Prospectus Supplement will have been prepared and filed with the Commission describing any securities offered thereby at such time; (iii) the certificates for the Common Units will conform to the specimens thereof examined by us and will have been duly countersigned by a transfer agent and duly registered by a registrar of the Common Units; (iv) the Common Units will be offered, issued, and sold in compliance with federal and state securities laws and in the manner stated in the Registration Statement and any appropriate Prospectus Supplement; and (v) a definitive underwriting, purchase, or other similar agreement (a "Definitive Purchase Agreement") with respect to any securities offered will have been duly authorized and validly executed and delivered by the Partnership.

Based on the foregoing and on such legal considerations as we deem relevant, and subject to the limitations, qualifications, exceptions, and assumptions set forth herein and in reliance on the statements of fact contained in the documents we have examined, we are of the opinion that with respect to the Common Units, upon (a) the taking by the Board of Directors of the General Partner (the "Board"), or a duly constituted and acting pricing committee of such Board (the "Pricing Committee"), of all necessary partnership action to authorize and approve the issuance of the Common Units and the terms of the offering thereof, and related matters, and (b) the issuance and delivery of the Common Units on behalf of the Partnership against payment therefor in accordance with a Definitive Purchase Agreement approved by the Board or the Pricing Committee, the Common Units will be validly issued and, under the Delaware Act, purchasers of the Common Units will have (i) no obligation to make further payments for their purchase of the Common Units or contributions to the Partnership solely by reason of their

ownership of the Common Units or their status as limited partners of the Partnership, and (ii) no personal liability for the debts, obligations or liabilities of the Partnership solely by reason of being limited partners of the Partnership.

The opinions expressed herein are qualified in the following respects:

(A) We have not considered, and we express no opinion as to, the laws of any jurisdiction other than the Delaware Act (which with respect to such act includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws), as in effect on the date hereof; and

(B) We express no opinions concerning the enforceability of indemnification provisions to the extent they purport to relate to liabilities resulting from or based upon negligence or any violation of federal or state securities or blue sky laws.

We hereby consent to the reference to our firm under the caption “Legal Matters” in the Prospectus and to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Holland & Hart LLP