
**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): January 11, 2017

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

Delaware
(State or other jurisdiction
of incorporation)

001-32678
(Commission
File Number)

03-0567133
(IRS Employer
Identification No.)

370 17th Street, Suite 2500
Denver, Colorado 80202
(Address of principal executive offices) (Zip Code)

(303) 595-3331
(Registrant's telephone number, including area code)

DCP Midstream Partners, LP
(Former name or former address, if changed since last report)

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 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective January 11, 2017, DCP Midstream Partners, LP filed with the Delaware Secretary of State a Certificate of Amendment to its Certificate of Limited Partnership (the “Certificate of Amendment”) to change its name (the “Name Change”) to DCP Midstream, LP (the “Partnership”). Also effective as of the same date, DCP Midstream GP, LP, the general partner of the Partnership, entered into Amendment No. 4 (“Amendment No. 4”) to the Second Amended and Restated Agreement of Limited Partnership of the Partnership to reflect the Name Change.

In connection with the Name Change, the ticker symbol for common units representing limited partner interests in the Partnership (the “Common Units”) listed on the New York Stock Exchange (the “NYSE”) will change from “DPM” to “DCP” effective at the open of the NYSE on January 23, 2017. The CUSIP number assigned to the Common Units will remain the same.

The foregoing descriptions of the Certificate of Amendment and Amendment No. 4 are not complete and are qualified in the entirety by reference to the full and complete terms of text of the Certificate of Amendment and Amendment No. 4, which are attached to this Current Report on Form 8-K as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Certificate of Limited Partnership of DCP Midstream Partners, LP , dated January 11, 2017.
3.2	Amendment No. 4 to the Second Amended and Restated Agreement of Limited Partnership of DCP Midstream Partners, LP, dated January 11, 2017.

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: January 17, 2017

DCP MIDSTREAM, LP

By: DCP MIDSTREAM GP, LP
its general partner

By: DCP MIDSTREAM GP, LLC
its general partner

By: /s/ Michael S. Richards
Michael S. Richards
Vice President, General Counsel, and Secretary

EXHIBIT INDEX

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STATE OF DELAWARE
CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
DCP MIDSTREAM PARTNERS, LP

DCP Midstream Partners, LP (the “Company”) desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the limited partnership is DCP Midstream Partners, LP.
2. Article 1 of the Certificate of Limited Partnership of the Company is hereby amended in its entirety as follows:
Name. The name of the limited partnership is “DCP Midstream, LP”.
3. The effective time of this Certificate of Amendment is immediately upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Limited Partnership of DCP Midstream Partners, LP on this 11th day of January, 2017.

DCP MIDSTREAM PARTNERS, LP

By: DCP Midstream GP, LP
Its General Partner

By: DCP Midstream GP, LLC
Its General Partner

/s/ Michael S. Richards
Michael S. Richards
Authorized Person

**AMENDMENT NO. 4 TO THE
SECOND AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP OF
DCP MIDSTREAM PARTNERS, LP**

This Amendment No. 4 (this "Amendment") to the Second Amended and Restated Agreement of Limited Partnership of DCP Midstream Partners, LP, dated effective as of November 1, 2006 (as amended previously through the date hereof, the "Partnership Agreement"), is entered into and is effective as of January 11, 2017, by DCP Midstream GP, LP, a Delaware limited partnership (the "General Partner"), in its capacity as the general partner of the Partnership, pursuant to the authority granted to the General Partner in Article XIII of the Partnership Agreement. Capitalized terms used but not defined herein are used as defined in the Partnership Agreement.

RECITALS

- A. Section 13.1(a) of the Partnership Agreement provides that the General Partner may, without the approval of any Partner, amend any provision of the Partnership Agreement to reflect a change in the name of the Partnership;
- B. Section 2.2 of the Partnership Agreement provides that the General Partner may change the name of the Partnership at any time and from time to time; and
- C. The General Partner has determined to change the name of the Partnership to "DCP Midstream, LP."

AMENDMENT

NOW, THEREFORE, the General Partner does hereby amend the Partnership Agreement as follows:

1. Amendments to the Partnership Agreement.

- (a) Section 1.1 of the Partnership Agreement is amended to amend and restate the following definition:

"Partnership" means DCP Midstream, LP, a Delaware limited partnership.

- (b) All other references to "DCP Midstream Partners, LP" in the Partnership Agreement are amended to mean "DCP Midstream, LP."

2. Ratification of Partnership Agreement. Except as expressly modified and amended herein, all of the terms and conditions of the Partnership Agreement shall remain in full force and effect. All references in the Partnership Agreement to the "Agreement" shall be deemed to mean the Partnership Agreement as amended by this Amendment.

3. Governing Law. This Amendment will be governed by and construed in accordance with the laws of the State of Delaware.

4. Invalidity of Provision. If any provision of this Amendment is or becomes invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not be affected thereby.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, this Amendment has been executed as of the date first written above.

GENERAL PARTNER:

DCP MIDSTREAM GP, LP

By: DCP MIDSTREAM GP, LLC
its General Partner

By: /s/ Michael S. Richards

Name: Michael S. Richards

Title: Vice President, General Counsel and
Secretary

*(Signature Page to Amendment No. 4 to Second Amended and Restated Agreement of Limited Partnership of
DCP Midstream Partners, LP)*