

ENBRIDGE ENERGY MANAGEMENT L L C

Form 8-K

November 15, 2011

**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): November 10, 2011**

**ENBRIDGE ENERGY MANAGEMENT, L.L.C.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction)

**1-31383**  
(Commission File No.)

**61-1414604**  
(I.R.S. Employer

Identification No.)

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**1100 LOUISIANA, SUITE 3300, HOUSTON, TEXAS 77002**

**(Address of Principal Executive Offices) (Zip Code)**

**(713) 821-2000**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(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 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))

**Item 3.02. Unregistered Sales of Equity Securities.**

On November 10, 2011, Enbridge Energy Management, L.L.C. (the Company ) entered into a purchase agreement with a purchaser (the Purchaser ), with respect to the issuance and sale to the Purchaser of 860,684 Listed Shares representing limited liability company interests in the Company with limited voting rights for an aggregate purchase price of \$25,700,000. The Company offered and sold the Listed Shares to the Purchaser in a private placement transaction in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ), provided by Section 4(2) of the Securities Act and Rule 506 promulgated thereunder. The Purchaser represented to the Company that it is an accredited investor within the meaning of Rule 501 under the Securities Act. The transaction closed on November 14, 2011.

**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 thereunto duly authorized.

**ENBRIDGE ENERGY MANAGEMENT, L.L.C.**

(Registrant)

Date: November 15, 2011

By: /s/ Stephen J. Neyland  
Stephen J. Neyland  
*Vice President, Finance*

*(Principal Financial Officer)*