

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) September 17, 2009

FelCor Lodging Limited Partnership

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

333-3959-01

(Commission
File Number)

75-2544994

(IRS Employer
Identification No.)

**545 E. John Carpenter Frwy., Suite 1300
Irving, Texas**

(Address of principal executive offices)

75062

(Zip Code)

Registrant's telephone number, including area code (972) 444-4900

(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 (*see* General Instruction A.2. below):

- ☐ 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))

Section 8 - Other Events

Item 8.01

Other Events

On September 17, 2009, FelCor Lodging Trust Incorporated (FelCor) issued a press release announcing the commencement of cash tender offers for any and all of the Company's outstanding \$215 million aggregate principal amount of floating rate senior notes due 2011 and \$300 million aggregate principal amount of 8½% senior notes due 2011, a copy of which press release is attached to FelCor's current report on Form 8-K, dated September 17, 2009, as Exhibit 99.1 and is incorporated herein by reference.

On September 17, 2009, FelCor issued a press release announcing its intention to offer privately, senior secured notes that are expected to generate approximately \$530 million in gross proceeds, a copy of which press release is attached to FelCor's current report on Form 8-K, dated September 17, 2009, as Exhibit 99.2 and is incorporated herein by reference.

SIGNATURES

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.

FELCOR LODGING LIMITED PARTNERSHIP
a Delaware Limited Partnership

By: FelCor Lodging Trust Incorporated
Its General Partner

Date: September 18, 2009

By: /s/Lester C. Johnson
Name: Lester C. Johnson
Title: Senior Vice President,
Chief Accounting Officer
