

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TC PipeLines, LP

(Exact name of registrant as specified in its charter)

Delaware

52-2135448

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

Four Greenspoint Plaza
16945 Northchase Drive
Houston, Texas

77060

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered Name of each exchange on which
each class is to be registered

None None
If this form relates to the registration of a class of securities pursuant
to Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [_]

If this Form relates to the registration of a class of securities pursuant
to Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. [X]

Securities act registration statement file number to which this form
relates: 333-69947

Securities to be registered pursuant to Section 12(g) of the Act:

Common Units representing limited partner interests

(Title of class)

Item 1. Description of Securities to be Registered.

A description of the common units representing limited partner
interests in TC PipeLines, LP (the "Registrant") to be registered hereunder
is set forth under the captions "Prospectus Summary," "Cash Distribution
Policy," "Description of the Common Units," "The Partnership Agreement" and
"Tax Considerations" in the prospectus included in the Registrant's
Registration Statement on Form S-1 (No. 333-69947), as filed with the
Securities and Exchange Commission on December 30, 1998 under the
Securities Act of 1933, as amended by Amendment No. 1 to the Registration
Statement dated March 12, 1999, Amendment No. 2 to the Registration
Statement dated April 14, 1999, Amendment No. 3 to the Registration
Statement dated May 3, 1999, and will be set forth in any prospectus filed
in accordance with Rule 424(b) thereunder, which description is
incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are
either filed herewith or are incorporated by reference from the documents
specified, which have been filed with the Securities and Exchange
Commission.

- 1. Registrant's Registration Statement on Form S-1 (No.
333-69947), as filed with the Securities and Exchange
Commission on December 30, 1998 (the "Registration

Statement") as amended by Amendment No. 1 to the Registration Statement dated March 12, 1999, Amendment No. 2 to the Registration Statement dated April 14, 1999, Amendment No. 3 to the Registration Statement dated May 3, 1999.

2. Certificate of Limited Partnership of the Registrant (which is incorporated by reference from Exhibit 3.2 to the Registration Statement).
3. Form of Agreement of Limited Partnership of the Registrant, (which is incorporated by reference from Appendix A to the prospectus included in the Registration Statement).
4. Form of Certificate Evidencing Common Units, (which is incorporated by reference from Exhibit A to Appendix A to the prospectus included in the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 14, 1999

TC PipeLines, LP

By: TC PipeLines GP, Inc.
its general partner

By: /s/ John W. Carruthers

Name: John W. Carruthers
Title: President and
Chief Executive Officer