

SUNOCO LOGISTICS PARTNERS L.P.

Form 8-K

September 22, 2014

**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 22, 2014 (September 17, 2014)**

**SUNOCO LOGISTICS PARTNERS L.P.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**1-31219**  
**(Commission**

**23-3096839**  
**(IRS Employer**

**of incorporation or organization)**

**File Number)**

**Identification No.)**

**1818 Market Street, Suite 1500, Philadelphia, PA 19103-3615**

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**(Address of principal executive office) (Zip Code)**

**(866) 248-4344**

**(Registrants telephone number, including area code)**

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 1.01 Entry into a Material Definitive Agreement.**

On September 17, 2014, Sunoco Logistics Partners L.P. (the *Partnership*) entered into an underwriting agreement (the *Underwriting Agreement*) with Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Jefferies LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named in the Underwriting Agreement (the *Underwriters*).

The Underwriting Agreement provides for the issuance and sale by the Partnership of 7,700,000 common units representing limited partner interests in the Partnership (*Common Units*) in an underwritten public offering (the *Offering*) at a price to the public of \$48.46 per Common Unit. The Partnership has also granted the Underwriters a 30-day option to purchase up to 1,155,000 additional Common Units. The Common Units to be issued pursuant to the Underwriting Agreement were registered under the Securities Act of 1933, as amended, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-185192).

Affiliates of certain of the Underwriters are lenders under the Partnership's \$1.5 billion revolving credit facility and, accordingly, will receive a portion of the net proceeds of the Offering through the Partnership's repayment of borrowings under such facility.

The closing of the Offering occurred on September 22, 2014. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated September 17, 2014, by and among Sunoco Logistics Partners L.P. and Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Jefferies LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Vinson & Elkins L.L.P.
8.1	Opinion of Vinson & Elkins L.L.P. regarding tax matters.
23.1	Consent of Vinson & Elkins L.L.P. (included in its opinions filed as Exhibits 5.1 and Exhibit 8.1 hereto).

**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 thereunto duly authorized.

**SUNOCO LOGISTICS PARTNERS L.P.**

By: Sunoco Partners LLC,

Its General Partner

By: /s/ Martin Salinas, Jr.

Name: Martin Salinas, Jr.

Title: Chief Financial Officer

Dated: September 22, 2014  
Philadelphia, PA

**EXHIBIT INDEX**

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