

SUNOCO LOGISTICS PARTNERS L.P.  
Form 8-K  
March 16, 2015

**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): March 16, 2015 (March 11, 2015)**

**SUNOCO LOGISTICS PARTNERS L.P.**

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

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>1-31219</b> <b>(Commission</b>	<b>23-3096839</b> <b>(IRS Employer</b>
<b>of incorporation or organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>1818 Market Street, Suite 1500, Philadelphia, PA 19103-3615</b>		

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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 March 11, 2015, Sunoco Logistics Partners L.P. (the *Partnership* ) entered into an underwriting agreement (the *Underwriting Agreement* ) with Morgan Stanley & Co. LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC, RBC Capital Markets, LLC, and Jefferies 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 13,500,000 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 \$41.76 per Common Unit. The Partnership has also granted the Underwriters a 30-day option to purchase up to 2,025,000 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 March 16, 2015. 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 March 11, 2015, by and among Sunoco Logistics Partners L.P. and Morgan Stanley & Co. LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC, RBC Capital Markets, LLC, and Jefferies 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/ Peter J. Gvazdauskas  
Name: Peter J. Gvazdauskas  
Title: Chief Financial Officer and Treasurer

Dated: March 16, 2015  
Philadelphia, PA

**EXHIBIT INDEX**

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