

SUNOCO LOGISTICS PARTNERS L.P.  
Form 8-K  
April 01, 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): March 31, 2014**

**SUNOCO LOGISTICS PARTNERS L.P.**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-31219**  
**(Commission**  
  
**file number)**

**23-3096839**  
**(IRS employer**  
  
**identification number)**

**1818 Market Street, Suite 1500, Philadelphia, PA**  
**(Address of principal executive offices)**  
**(866) 248-4344**

**19103**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

N/A

**(Former name or form address, if changed since last report)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registration under any of the following provisions:

- .. Written communication 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 31, 2014, Sunoco Logistics Partners L.P. (the Partnership ) entered into an Equity Distribution Agreement (the Agreement ) with UBS Securities LLC, Citigroup Global Markets Inc. and Wells Fargo Securities, LLC (each a Manager and collectively the Managers ). Pursuant to the terms of the Agreement, the Partnership may sell from time to time through the Managers, the Partnership's common units representing limited partner interests having an aggregate offering price of up to \$250,000,000 (the Common Units ). Sales of the Common Units, if any, will be made by means of ordinary brokers' transactions through the facilities of the New York Stock Exchange at market prices, in block transactions, or as otherwise agreed by the Partnership and the Managers, by means of any other existing trading market for the Common Units or to or through a market maker other than on an exchange.

Under the terms of the Agreement, the Partnership may also sell Common Units to one or more of the Managers as principal for their own account at a price to be agreed upon at the time of sale. Any sale of Common Units to a Manager as principal would be pursuant to the terms of a separate terms agreement between the Partnership and such Manager.

The Partnership intends to use the net proceeds from any sales pursuant to the Agreement, after deducting Managers' commissions and the Partnership's offering expenses, for general partnership purposes, which may include repaying or refinancing all or a portion of the Partnership's outstanding indebtedness and funding working capital, capital expenditures or acquisitions.

The Common Units will be issued pursuant to the Partnership's existing effective shelf registration statement on Form S-3 (Registration No. 333-194199).

The Agreement contains customary representations, warranties and agreements by the Partnership, indemnification obligations of the Partnership and the Managers, including for liabilities under the Securities Act of 1933, other obligations of the parties and termination provisions. The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated by reference herein. Legal opinions relating to the Common Units are filed herewith as Exhibits 5.1 and 8.1.

The Managers and/or affiliates of each of the Managers have, from time to time, performed, and may in the future perform, various financial advisory and commercial and investment banking services for the Partnership and its affiliates, for which they have received and in the future will receive customary compensation and expense reimbursement. Affiliates of certain of the Managers are lenders under the Partnership's revolving credit facility.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
1.1	Equity Distribution Agreement, dated March 31, 2014, by and between Sunoco Logistics Partners L.P. and UBS Securities LLC, Citigroup Global Markets Inc. and Wells Fargo Securities, LLC.
5.1	Opinion of Vinson & Elkins L.L.P. regarding legality of the Common Units.
8.1	Opinion of Vinson & Elkins L.L.P. as to tax matters.

23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).

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**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.

**SUNOCO LOGISTICS PARTNERS L.P.**

By: Sunoco Partners LLC,  
its General Partner

By: /s/ MARTIN SALINAS, JR.  
Martin Salinas, Jr.

Chief Financial Officer

March 31, 2014

Philadelphia, PA

**EXHIBIT INDEX**

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