

SUNOCO LOGISTICS PARTNERS L.P.  
Form 8-K  
October 04, 2016

**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): October 4, 2016 (September 29, 2016)**

**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)**  
**3807 West Chester Pike**

**23-3096839**  
**(IRS Employer**  
**Identification No.)**

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**Newtown Square, PA 19073**

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

**(866) 248-4344**

**(Registrant's 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 8.01 Other Events.**

On September 26, 2016, Sunoco Logistics Partners L.P. (the *Partnership*) entered into an underwriting agreement (the *Underwriting Agreement*) with Barclays Capital Inc., as sole underwriter (the *Underwriter*), pursuant to which the Partnership issued and sold 21,000,000 common units representing limited partner interests in the Partnership (*Common Units*) in an underwritten public offering, which the Partnership previously announced in its Current Report on Form 8-K filed on September 30, 2016. Pursuant to the Underwriting Agreement, the Partnership granted the Underwriter a 30-day option to purchase up to 3,150,000 additional Common Units (the *Over-allotment Option*).

On September 29, 2016, the Underwriter exercised the Over-allotment Option in full. The Common Units to be issued pursuant to the Over-allotment Option were registered under the Securities Act of 1933, as amended, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-206301). In connection with the issuance of the Common Units pursuant to the Over-allotment Option, the Partnership hereby files the attached legal opinions of Vinson & Elkins L.L.P. as Exhibits 5.1 and 8.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Vinson & Elkins L.L.P.
8.1	Opinion of Vinson & Elkins L.L.P. regarding tax matters.

**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

Date: October 4, 2016

Newtown Square, PA

**EXHIBIT INDEX**

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