

SUNOCO LOGISTICS PARTNERS L.P.

Form 8-K

April 15, 2009

**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: April 15, 2009**

**(Date of earliest event reported): April 14, 2009**

**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)**

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1735 Market Street, Suite LL, Philadelphia, PA  
(Address of principal executive offices)

19103-7583  
(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

N/A

(Former name or former 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 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 April 14, 2009, Sunoco Logistics Partners L.P., (the Partnership ) and its wholly-owned subsidiary, Sunoco Logistics Partners Operations L.P. (the Operating Partnership ), entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc., Barclays Capital Inc. and UBS Securities LLC, as representatives of the underwriters (the Underwriters ) with respect to the issue and sale by the Partnership of up to 2,530,000 common units (which includes an option to purchase up to 330,000 additional common units to cover over-allotments) representing limited partner interests in the Partnership (the Units ), in an underwritten public offering (the Offering ). The Underwriters are offering the Units at an initial offering price to the public of \$50.60 per Unit. The 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. 133-155644). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated by reference herein.

The closing of the Offering is expected to occur on April 17, 2009.

In addition, the Partnership issued a press release on April 14, 2009 announcing the pricing of the Units. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Exhibit</b>
<b>1.1</b>	Underwriting Agreement dated as of April 14, 2009 by and among Sunoco Logistics Partners Operations L.P., Sunoco Logistics Partners L.P., Sunoco Logistics Partners GP LLC, Sunoco Partners LLC and Citigroup Global Markets Inc., Barclays Capital Inc. and UBS Securities LLC, and as representatives of several underwriters named therein.
<b>5.1</b>	Opinion of Vinson & Elkins L.L.P.
<b>8.1</b>	Opinion of Vinson & Elkins L.L.P. relating to tax matters
<b>23.1</b>	Consent of Vinson & Elkins L.L.P. (included in its opinions filed as Exhibit 5.1 and Exhibit 8.1 hereto)
<b>99.1</b>	Press release dated April 14, 2009.

**Forward-Looking Statement**

Statements contained in the exhibits to this report that state the Partnership's or its management's expectations or predictions of the future are forward-looking statements. The Partnership's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

**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 LP.**

**By: Sunoco Partners LLC,**

**its General Partner**

**By: /s/ NEAL E. MURPHY  
Neal E. Murphy**

**Vice President and Chief Financial Officer**

**April 15, 2009**

**Philadelphia, PA**

**EXHIBIT INDEX**

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