
**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 26, 2016

SUNOCO LOGISTICS PARTNERS L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-31219
(Commission
File Number)

23-3096839
(IRS Employer
Identification No.)

3807 West Chester Pike
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))
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Item 3.03. Material Modification to Rights of Security Holders.

On September 26, 2016, Sunoco Partners LLC, the general partner (the “General Partner”) of Sunoco Logistics Partners L.P. (the “Partnership”), executed Amendment No. 7 (the “Amendment”) to the Partnership’s Third Amended and Restated Agreement of Limited Partnership, which provides for a reduction to the incentive distributions the General Partner receives from the Partnership by a total of \$60 million over a two-year period (the “IDR Reduction”). The reduction will be recognized evenly over eight quarters beginning with the quarterly cash distribution paid for the third quarter 2016.

For additional information about the IDR Reduction, please read Item 5.03 of this Current Report on Form 8-K, which information is incorporated by reference into this Item 3.03.

The description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As discussed above in Item 3.03 of this Current Report on Form 8-K, the General Partner amended the Partnership’s Third Amended and Restated Agreement of Limited Partnership on September 26, 2016 in order to effect the IDR Reduction.

For additional information about the IDR Reduction, please read Item 3.03 of this Current Report on Form 8-K, which information is incorporated by reference into this Item 5.03.

The description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 26, 2016, Sunoco Logistics Partners L.P. (the “Partnership”) issued a news release announcing the commencement of an underwritten public offering of 21,000,000 common units representing limited partnership interests in the Partnership (the “Offering”). The Partnership expects to grant the underwriter a 30-day option to purchase up to an additional 3,150,000 common units. A copy of the news release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01. Other Events.

On September 26, 2016, the Partnership issued a news release announcing that it entered into an agreement with Vitol, Inc. to purchase an integrated crude oil business in West Texas for approximately \$760 million plus working capital (the “Acquisition”). The Acquisition provides the Partnership with an approximately two million barrel crude oil terminal in Midland, Texas, a crude oil gathering and mainline pipeline system in the Midland Basin, including a significant acreage dedication from an investment grade Permian producer, and crude oil inventories related to Vitol’s crude oil purchasing and marketing business in West Texas. In addition to these assets, the Acquisition includes the purchase of a 50 percent interest in SunVit Pipeline LLC (“SunVit”). The purchase of the interest from Vitol will result in the Partnership owning all of the membership interests in SunVit. SunVit connects the Midland terminal to the Partnership’s Permian Express 2 pipeline, a key takeaway to bring Permian crude oil to multiple markets. The Acquisition is expected to close in the fourth quarter 2016, subject to certain closing conditions and regulatory approval.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment No. 7 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P. dated as of September 26, 2016.
99.1	Sunoco Logistics Partners L.P. press release dated September 26, 2016.

Safe Harbor Statement

Statements contained in this report, or the exhibits to this report, that state the Partnership’s expectations or predictions of the future are forward-looking statements and are inherently uncertain. Actual results could differ materially from those projected in such forward-looking statements. Factors that could affect such results include those mentioned in the documents that the Partnership has filed with the SEC. The Partnership undertakes no obligation to update forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this current report on Form 8-K are qualified in their entirety by this cautionary statement.

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 hereunto 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: September 26, 2016
Newtown Square, PA

EXHIBIT INDEX

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**AMENDMENT NO. 7 TO
THIRD AMENDED AND RESTATED AGREEMENT OF LIMITED
PARTNERSHIP
OF
SUNOCO LOGISTICS PARTNERS L.P.
September 26, 2016**

This Amendment No. 7 (this "**Amendment No. 7**") to the Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P. (the "**Partnership**"), dated as of January 26, 2010, as amended by Amendment No. 1 thereto dated as of July 1, 2011, Amendment No. 2 thereto dated as of November 21, 2011, Amendment No. 3 thereto dated as of June 12, 2014, Amendment No. 4 thereto dated as of July 30, 2014, Amendment No. 5 thereto dated as of August 28, 2015, and Amendment No. 6 thereto dated as of October 8, 2015 (as so amended, the "**Partnership Agreement**"), is hereby adopted effective as of September 26, 2016, by Sunoco Partners LLC, a Pennsylvania limited liability company (the "**General Partner**"), as general partner of the Partnership. Capitalized terms used but not defined herein have the meaning given such terms in the Partnership Agreement.

WHEREAS, Section 13.1(d)(i) of the Partnership Agreement provides that the General Partner, without the approval of any Partner, may amend any provision of the Partnership Agreement to reflect a change that the General Partner determines does not adversely affect the Limited Partners (including any particular class of Partnership Interests as compared to the other classes of Partnership Interests) in any material respect;

WHEREAS, acting pursuant to the power and authority granted to it under Section 13.1(d)(i) of the Partnership Agreement, the General Partner has determined that the following amendment to the Partnership Agreement does not adversely affect the Limited Partners (including any particular class of Partnership Interests as compared to the other classes of Partnership Interests) in any material respect; and

WHEREAS, pursuant to Section 7.1(c) of the Fifth Amended and Restated Limited Liability Company Agreement of the General Partner (the "**GP LLC Agreement**"), Energy Transfer Partners, L.P., a Delaware limited partnership ("**ETP**"), and ETE Common Holdings, LLC, a Delaware limited liability company ("**ETE Holdings**"), as the members of the General Partner, have the exclusive authority to determine whether to amend, modify or waive any rights relating to the assets of the General Partner (including the decision to amend or forgo distributions in respect of the Incentive Distribution Rights) as contemplated by Section 1(b) of this Amendment No. 7; and

WHEREAS, pursuant to Section 7.1(e) of the GP LLC Agreement, the General Partner shall not take any action to amend the Partnership Agreement without first obtaining the written consent of the members holding a majority interest in the General Partner; and

WHEREAS, ETP and ETE Holdings, as the members of the General Partner, have consented in writing to this Amendment No. 7 and the modification of distributions in respect of the Incentive Distribution Rights.

NOW THEREFORE, the General Partner does hereby amend the Partnership Agreement as follows:

Section 1. Amendment.

(a) Section 6.4 is hereby amended by adding a new subsection (c) to such Section:

“(c) Notwithstanding anything to the contrary in this Section 6.4, for a period of eight consecutive Quarters commencing with the third Quarter of 2016, aggregate quarterly distributions, if any, to holders of the Incentive Distribution Rights provided by clauses (v)(B), (vi)(B) and (vii)(B) of Subsection 6.4(a) and clauses (iii)(B), (iv)(B) and (v)(B) of Subsection 6.4(b) shall be reduced by \$7.5 million with respect to each such Quarter.”

Section 2. Agreement in Effect. Except as hereby amended, the Partnership Agreement shall remain in full force and effect.

Section 3. Applicable Law. This Amendment No. 7 shall be governed by, and interpreted in accordance with, the laws of the State of Delaware, all rights and remedies being governed by such laws without regard to principles of conflicts of laws.

Section 4. Invalidity of Provisions. If any provision of this Amendment No. 7 is or becomes invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not be effected thereby.

[Signature page follows]

IN WITNESS WHEREOF, this Amendment No. 7 has been executed as of the date first above written.

GENERAL PARTNER:

SUNOCO PARTNERS LLC

By: /s/ Kathleen Shea-Ballay
Name: Kathleen Shea-Ballay
Title: Senior Vice President, General Counsel and Corporate Secretary

Signature Page to Amendment No. 7



News Release
Sunoco Logistics Partners L.P.
3807 West Chester Pike
Newtown Square, PA 19073

For further information contact:
Jeffrey Shields (media) 215-977-6056
Peter J. Gvazdauskas (investors) 215-977-6322

For release: Immediately

**SUNOCO LOGISTICS PARTNERS L.P.
ANNOUNCES PUBLIC OFFERING OF COMMON UNITS**

NEWTOWN SQUARE, Pa., September 26, 2016 - Sunoco Logistics Partners L.P. (NYSE: SXL), announced that it has commenced an underwritten public offering of 21,000,000 common units pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission (the "SEC"). The underwriter will be granted a 30-day option to purchase up to 3,150,000 additional common units. SXL intends to use the net proceeds from this offering to fund a portion of the purchase price for the previously announced acquisition of an integrated crude oil business in West Texas from Vitol Inc. (the "Acquisition"). This offering is not conditioned on the consummation of the Acquisition. If the Acquisition is not consummated, SXL intends to use the net proceeds from this offering for general partnership purposes.

Barclays Capital Inc. is acting as the sole underwriter of the offering.

A copy of the prospectus supplement and the accompanying prospectus related to this offering may be obtained from the following address:

Barclays Capital Inc.
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, NY 11717
Telephone: (888) 603-5847
Email: barclaysprospectus@broadridge.com

You may also obtain these documents for free when they are available by visiting EDGAR on the SEC's website at www.sec.gov.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus and related prospectus supplement meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Newtown Square, Pennsylvania, is a publicly traded Delaware limited partnership that owns and operates a logistics business, consisting of a geographically diverse portfolio of complementary pipeline, terminalling and acquisition and marketing assets which are used to facilitate the purchase and sale of crude oil, natural gas liquids and refined products. SXL's general partner is a consolidated subsidiary of Energy Transfer Partners, L.P. (NYSE: ETP).

Portions of this document constitute forward-looking statements as defined by federal law. Although SXL believes that the assumptions underlying these statements are reasonable, investors are cautioned that such forward-looking statements are inherently uncertain and necessarily involve risks that may affect SXL's business prospects and performance causing actual results to differ from those discussed in the foregoing release. Such risks and uncertainties include, by way of example and not of limitation: increased competition; changes in demand for crude oil, refined products and natural gas liquids that we store and distribute; changes in operating conditions and costs; changes in the level of environmental remediation spending; potential equipment malfunction; potential labor issues; the legislative or regulatory environment; plant construction/repair delays; nonperformance by major customers or suppliers; and political and economic conditions, including the impact of potential terrorist acts and international hostilities. These and other applicable risks and uncertainties have been described more fully in SXL's Annual Report on Form 10-K filed with the SEC on February 26, 2016, and in SXL's subsequent SEC filings. SXL undertakes no obligation to update any forward-looking statements in this release, whether as a result of new information or future events.

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