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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report: January 28, 2015  
(Date of earliest event reported): January 27, 2015**

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**SUNOCO LOGISTICS PARTNERS L.P.**

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

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**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)**

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

**(866) 248-4344**  
**(Registrant's telephone number, including area code)**

**N/A**  
**(Former name or former address, if changed since last report)**

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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 8.01. Other Events.**

On January 27, 2015, Sunoco Logistics Partners L.P. (the “Partnership”) announced that Sunoco Partners LLC, its general partner, declared a cash distribution for the fourth quarter 2014 of \$0.40 per common unit (\$1.60 annualized) to be paid on February 13, 2015 to unit holders of record on February 9, 2015. A copy of the press release announcing the declaration of this distribution is being filed herewith as Exhibit 99.1.

The Partnership also announced that it will hold a conference call on Thursday, February 19, 2015 at 8:00 a.m. ET (7:00 a.m. CT) to discuss its financial results for the fourth quarter 2014. Earnings are expected to be released after the market closes on Wednesday, February 18, 2015.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 99.1               | Sunoco Logistics Partners L.P. press release dated January 27, 2015. |

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 Securities and Exchange Commission. 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.

**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/ KATHLEEN SHEA-BALLAY

Kathleen Shea-Ballay

Senior Vice President, General Counsel and Corporate Secretary

January 28, 2015  
Philadelphia, PA

## EXHIBIT INDEX

**Exhibit  
No.**

**Exhibit**

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99.1

Sunoco Logistics Partners L.P. press release dated January 27, 2015.

## News Release

Sunoco Logistics Partners L.P.  
1818 Market Street  
Philadelphia, PA 19103



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

For release: Immediately

**SUNOCO LOGISTICS ANNOUNCES ELEVENTH CONSECUTIVE QUARTER OVER QUARTER DISTRIBUTION INCREASE OF 5 PERCENT AND EARNINGS CONFERENCE CALL DATE**

*The Partnership announces 39<sup>th</sup> successive quarterly distribution increase overall*

PHILADELPHIA, January 27, 2015 - Sunoco Logistics Partners L.P. (NYSE: SXL) (the “Partnership”) today announced that Sunoco Partners LLC, its general partner, has declared a cash distribution for the fourth quarter 2014 of \$0.40 per common unit (\$1.60 annualized) to be paid on February 13, 2015 to unit holders of record on February 9, 2015. This represents a 5 percent increase over the third quarter 2014 cash distribution of \$0.3825 per common unit (\$1.53 annualized) and a 21 percent increase over the fourth quarter 2013 cash distribution of \$0.3312 per common unit (\$1.32 annualized). This is the thirty-ninth successive quarter the Partnership has increased its distribution.

“We are pleased to announce another significant increase as we grew our distribution over 20 percent in 2014,” said Michael J. Hennigan, president and chief executive officer. “We continue to execute our strategy for growth. We are committed to growing stable, ratable cash flow for the Partnership and distributing that cash to our investors.”

The Partnership also announced that it will hold a conference call on Thursday, February 19, 2015 at 8:00 a.m. ET (7:00 a.m. CT) to discuss its financial results for the fourth quarter 2014. Earnings are expected to be released after the market closes on Wednesday, February 18, 2015.

Those wishing to listen can access the call by dialing (USA toll free) 1-800-369-2171; International (USA toll) 1-517-308-9315 and request “Sunoco Logistics Partners Earnings Call, Conference Code: Sunoco Logistics”. This event may also be accessed by a webcast, which will be available at [www.sunocologistics.com](http://www.sunocologistics.com). A number of presentation slides will accompany the audio portion of the call and will be available to be viewed and printed shortly before the call begins. Individuals wishing to listen to the call on the Partnership’s web site will need Windows Media Player, which can be downloaded free of charge from Microsoft or from Sunoco Logistics Partners’ conference call page. Please allow at least fifteen minutes to complete the download.

Audio replays of the conference call will be available for two weeks after the conference call beginning approximately one hour following the completion of the call. To access the replay, dial 1-800-759-1940. International callers should dial 1-402-998-0471.

**ABOUT SUNOCO LOGISTICS**

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership that owns and operates a logistics business consisting of a geographically diverse portfolio of complementary crude oil, refined products, and natural gas liquids pipeline, terminalling and acquisition and marketing assets which are used to facilitate the purchase and sale of crude oil, refined products, and natural gas liquids. SXL’s general partner is a consolidated subsidiary of Energy Transfer Partners, L.P. (NYSE: ETP). For more information, visit the Sunoco Logistics Partners L.P. web site at [www.sunocologistics.com](http://www.sunocologistics.com).

This release is intended to be a qualified notice under Treasury Regulation Section 1.1446-4(b). Brokers and nominees should treat one hundred percent (100%) of distributions by Sunoco Logistics Partners L.P. to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, distributions by Sunoco Logistics Partners L.P. to non-U.S. investors are subject to federal income tax withholding at the highest applicable effective tax rate.

Portions of this document constitute forward-looking statements as defined by federal law. Although Sunoco Logistics Partners L.P. 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 the Partnership'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: whether or not the transactions described in the foregoing news release will be cash flow accretive; increased competition; changes in demand for crude oil and refined products 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 the Partnership's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2014, and in the Partnership's subsequent Form 8-K and 10-Q filings. The Partnership undertakes no obligation to update any forward-looking statements in this release, whether as a result of new information or future events.