

SUNOCO LOGISTICS PARTNERS L.P.  
Form 8-K  
October 22, 2014

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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: October 22, 2014  
(Date of earliest event reported): October 21, 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)

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)

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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On October 21, 2014, Sunoco Logistics Partners L.P. (the “Partnership”) announced that Sunoco Partners LLC, its general partner, declared a cash distribution for the third quarter 2014 of \$0.3825 per common unit (\$1.53 annualized) to be paid on November 14, 2014 to unit holders of record on November 7, 2014. 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, November 6, 2014 at 8:00 a.m. ET (7:00 a.m. CT) to discuss its financial results for the third quarter 2014. Earnings are expected to be released after the market closes on Wednesday, November 5, 2014.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Exhibit  |
|-------------|--|
| 99.1        | Sunoco Logistics Partners L.P. press release dated October 21, 2014. |

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

October 22, 2014  
Philadelphia, PA

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EXHIBIT INDEX

| Exhibit<br>No. | Exhibit  |
|----------------|--|
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