

SUNOCO LOGISTICS PARTNERS L.P.  
Form 8-K  
November 01, 2013

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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: November 1, 2013  
(Date of earliest event reported): October 31, 2013

SUNOCO LOGISTICS PARTNERS L.P.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-31219<br>(Commission<br>file number) | 23-3096839<br>(IRS employer<br>identification number) |
|---|--|---|

|  |                     |
|--|---------------------|
| 1818 Market Street, Suite 1500, Philadelphia, PA<br>(Address of principal executive offices) | 19103<br>(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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

Effective October 31, 2013, the limited liability company agreement of Sunoco Partners LLC (the “Company”), the general partner of Sunoco Logistics Partners L.P. (the “Partnership”), was amended and restated. The purpose of the amendment and restatement was to provide that the members of the Company have exclusive authority (i) over the internal business and affairs of the Company that do not relate to the management and control of the Partnership and its subsidiaries and (ii) to cause the Company to exercise the rights of the Company as general partner of the Partnership where (A) the Company makes a determination or declines to take any other action in its individual capacity under the Third Amended and Restated Agreement of Limited Partnership of the Partnership (the “Partnership Agreement”) or (B) where the Partnership Agreement permits the Company to make a determination or take or decline to take any other action free of any fiduciary obligation to the Partnership or at the option of the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description of the Exhibit   |
|----------------|--|
| 3.1            | Fifth Amended and Restated Limited Liability Company Agreement of Sunoco Partners LLC, dated October 31, 2013. |

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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

November 1, 2013  
Philadelphia, PA

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EXHIBIT INDEX

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