

SUNOCO LOGISTICS PARTNERS L.P.

Form 425

April 26, 2017

**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): April 26, 2017 (April 26, 2017)**

**SUNOCO LOGISTICS PARTNERS L.P.**

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

**Delaware**  
**(State or other jurisdiction**

**1-31219**  
**(Commission**

**23-3096839**  
**(IRS employer**

**of incorporation)**

**File Number)**

**identification number.)**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

A special meeting of unitholders (the **Special Meeting**) of Energy Transfer Partners, L.P. (**ETP**) was held on April 26, 2017 to consider and vote on proposals (i) to adopt the Agreement and Plan of Merger, dated as of November 20, 2016, as amended by Amendment No. 1 thereto, dated as of December 16, 2016, (the **Merger Agreement**) by and among Sunoco Logistics Partners L.P. (**SXL**), Sunoco Partners LLC, SXL Acquisition Sub LLC, SXL Acquisition Sub LP, ETP, Energy Transfer Partners GP, L.P. and, solely for purposes of certain provisions therein, Energy Transfer Equity, L.P., and the transactions contemplated thereby, (ii) to approve the adjournment of the Special Meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement at the time of the Special Meeting and (iii) to approve, on an advisory (non-binding) basis, the payments that will or may be paid by ETP to its named executive officers in connection with the merger. The proposals are described in detail in the proxy statement/prospectus filed with the Securities and Exchange Commission (**SEC**) by ETP on March 24, 2017.

As of the close of business on February 27, 2017, the record date for the Special Meeting, there were a total of 551,551,441 ETP common units outstanding, all of which were entitled to vote at the Special Meeting. At the Special Meeting, holders of 334,414,945 ETP common units were present or represented by proxy, constituting a quorum. A summary of the voting results for the proposals is set forth below:

**Proposal 1: Adoption of the Merger Agreement**

ETP unitholders adopted the Merger Agreement. The following are the tabulated votes **For** and **Against** this proposal, as well as the number of **Abstentions** :

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER NON-VOTES</b> |
|-------------|----------------|--------------------|-------------------------|
| 294,150,864 | 39,016,116     | 1,247,965          | 0                       |

**Proposal 2: Adjournment of the Special Meeting**

Because ETP unitholders adopted the Merger Agreement, the vote on the proposal to approve the adjournment of the Special Meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement at the time of the Special Meeting was not called.

**Proposal 3: Approval, on an Advisory (Non-Binding) Basis, of Payments to the Named Executive Officers**

ETP unitholders approved on an advisory (non-binding) basis, the payments that will or may be paid by ETP to its named executive officers in connection with the merger. The following are the tabulated votes **For** and **Against** this proposal, as well as the number of **Abstentions** :

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER NON-VOTES</b> |
|-------------|----------------|--------------------|-------------------------|
| 283,454,274 | 32,025,470     | 18,935,200         | 0                       |

**Item 8.01 Other Events**

On April 26, 2017, SXL and ETP issued a joint press release announcing the results of the Special Meeting and expected closing date of the merger. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>                 |
|-----------------------|------------------------------------|
| 99.1                  | Press Release dated April 26, 2017 |

**Additional Information and Where to Find It**

SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND THE REGISTRATION STATEMENT REGARDING THE TRANSACTION CAREFULLY. These documents, and any other documents filed by SXL or ETP with the SEC, may be obtained free of charge at the SEC's website, at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders can obtain free copies of the registration statement and the proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of SXL or ETP at the following:

Sunoco Logistics Partners L.P.

3807 West Chester Pike  
 Newtown Square, Pennsylvania 19073  
 Attention: Investor Relations  
 Phone: 866-248-4344

Energy Transfer Partners, L.P.

8111 Westchester Drive, Suite 600  
 Dallas, Texas 75225  
 Attention: Investor Relations  
 Phone: 214-981-0795

**Participants in the Solicitation**

SXL, ETP and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed merger. Information regarding the directors and executive officers of SXL is contained in SXL's Form 10-K for the year ended December 31, 2016, which was filed with the SEC on February 24, 2017. Information regarding the directors and executive officers of ETP is contained in ETP's Form 10-K for the year ended December 31, 2016, which was filed with the SEC on February 24, 2017. Additional information regarding the interests of participants in the solicitation of proxies in connection with the proposed merger is included in the proxy statement/prospectus.

**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/ Peter J. Gvazdauskas  
Name: Peter J. Gvazdauskas  
Title: Chief Financial Officer and  
Treasurer

Dated: April 26, 2017

Newtown Square, PA

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit Description</b>         |
|--------------------|------------------------------------|
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