

SUBURBAN PROPANE PARTNERS LP
Form DEFA14A
June 25, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SUBURBAN PROPANE PARTNERS, L.P.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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June 24, 2009

Dear Suburban Unitholder:

You have previously received proxy materials soliciting your vote in connection with the Tri-Annual Meeting of the Limited Partners of Suburban Propane Partners, L.P. to be held on Wednesday, July 22, 2009. According to our latest records, your proxy vote for this meeting has not been received.

At the Tri-Annual Meeting, we are seeking your approval, among other things, for the adoption of Suburban's 2009 Restricted Unit Plan, including the authorization of the issuance of 1,200,000 common units of Suburban to be available for grant under the Plan. Our Board of Supervisors believes that this Restricted Unit Plan, among other things, will enhance Suburban's long-term value by offering opportunities to Suburban's employees, including our executive officers and Supervisors, to acquire a proprietary interest in Suburban and to link their interests and efforts to the long-term interests of the unitholders.

Under the rules of the New York Stock Exchange, the affirmative vote of a majority of the votes cast by the unitholders is required to approve the 2009 Restricted Unit Plan, ***provided that the total votes cast on the proposal represent more than 50% of all common units entitled to vote thereon***. Therefore, your failure to vote on this proposal will have the same effect as a vote against the proposal.

We need your support.

We urge you to act today, regardless of the number of units you own. For your convenience, you can vote by mail, telephone or over the Internet. If you hold units in street name through a broker or other nominee, your units will ***not*** be voted on the 2009 Restricted Unit Plan proposal without your specific voting instructions. If you have any questions, or need assistance with voting your units, please call our proxy solicitor, Georgeson Inc., at (800) 213-0409.

Once again, thank you for your continued support.

Best Regards,

Mark A. Alexander
Chief Executive Officer