

SUNOCO LOGISTICS PARTNERS OPERATIONS LP  
Form FWP  
July 07, 2016

Filed Pursuant to Rule 433 of the Securities Act

Registration No. 333-206301

333-206301-01

July 7, 2016

**Final Pricing Terms**

**Sunoco Logistics Partners Operations L.P.**

**\$550,000,000 3.900% Senior Notes Due 2026**

Issuer:	Sunoco Logistics Partners Operations L.P.
Guarantor:	Sunoco Logistics Partners L.P.
Ratings (Moody's / S&P / Fitch)*:	Baa3/BBB/BBB
Security Type:	Senior Unsecured Notes
Form:	SEC Registered
Pricing Date:	July 7, 2016
Settlement Date:	July 12, 2016 (T+3)
Net Proceeds (before offering expenses):	\$544,753,000
Principal Amount:	\$550,000,000
Maturity Date:	July 15, 2026
Interest Payment Dates:	January 15 and July 15, beginning January 15, 2017
Benchmark Treasury:	1.625% due May 15, 2026
Benchmark Treasury Price / Yield:	102-06 / 1.387%
Spread to Benchmark:	+255 bps
Re-offer Yield:	3.937%
Coupon:	3.900%
Public Offering Price:	99.696%
Make Whole Call:	T+40 bps
Call at Par:	On or after April 15, 2026
CUSIP / ISIN:	86765BAT6 / US86765BAT61
Joint Book-Running Managers:	Mizuho Securities USA Inc.  BNP Paribas Securities Corp.  SunTrust Robinson Humphrey, Inc.  Wells Fargo Securities, LLC

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BBVA Securities Inc.

Citizens Capital Markets, Inc.

Deutsche Bank Securities Inc.

SMBC Nikko Securities America, Inc.

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

Comerica Securities, Inc.

DNB Markets, Inc.

Co-Managers:

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**Additional Information**

The issuer has filed a registration statement (including a base prospectus) and a prospectus supplement with the U.S. Securities and Exchange Commission ( SEC ) for this offering. Before you invest, you should read the prospectus supplement for this offering, the base prospectus in that registration statement and other documents the issuer (including its parent, Sunoco Logistics Partners L.P.) has filed with the SEC for more complete information about the issuer (including its parent, Sunoco Logistics Partners L.P.) and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at <http://www.sec.gov>. Alternatively, you may obtain a copy of the prospectus supplement if you request it by calling Mizuho Securities USA Inc. toll-free at (866) 271-7403, BNP Paribas Securities Corp. toll-free at (800) 854-5674, SunTrust Robinson Humphrey, Inc. toll-free at (800) 685-4786 or Wells Fargo Securities, LLC toll-free at (800) 645-3751.