

SUNOCO LOGISTICS PARTNERS L.P.

Form S-3/A

October 18, 2016

As filed with the Securities and Exchange Commission on October 18, 2016

Registration No. 333-212962

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

**AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

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

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

**23-3096839**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**3807 West Chester Pike**

**Newtown Square, Pennsylvania 19073**

**(866) 248-4344**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Kathleen Shea-Ballay**

**Senior Vice President, General Counsel and Secretary**

**Sunoco Partners LLC**

**3807 West Chester Pike**

**Newtown Square, Pennsylvania 19073**

**(866) 248-4344**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Michael J. Swidler**

**Vinson & Elkins L.L.P.**

**666 Fifth Avenue, 26th Floor**

**New York, New York 10103**

**(212) 237-0020**

**Approximate date of commencement of proposed sale to the public:** From time to time after this registration statement becomes effective as determined by market conditions and other factors.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Explanatory Note**

This Amendment No. 1 is being filed solely for the purpose of filing an exhibit to the Registration Statement on Form S-3 (File No. 333-212962) and no changes or additions are being made hereby to the prospectus which forms a part of the Registration Statement or to Items 14, 15 or 17 of Part II of the Registration Statement. Accordingly, the preliminary prospectus and Items 14, 15 and 17 of Part II of the Registration Statement have been omitted from this filing.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
1.1**	Form of Underwriting Agreement.
4.1	Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of January 26, 2010 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed January 28, 2010).
4.2	Amendment No. 1 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of July 1, 2011 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed July 5, 2011).
4.3	Amendment No. 2 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of November 21, 2011 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed November 28, 2011).
4.4	Amendment No. 3 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of June 12, 2014 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed June 17, 2014).
4.5	Amendment No. 4 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of July 30, 2014 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed August 4, 2014).
4.6	Amendment No. 5 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of August 28, 2015 (incorporated by reference to Exhibit 3.2 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed September 1, 2015).
4.7	Amendment No. 6 to Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of October 8, 2015 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed October 15, 2015).
4.8	Form of certificate representing Common Units of Sunoco Logistics Partners L.P. (filed as Exhibit A to the Third Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P., dated as of January 26, 2010 (incorporated by reference to Exhibit 3.1 of Sunoco Logistics Partners L.P. s Current Report on Form 8-K, File No. 1-31219, filed January 28, 2010)).
5.1***	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered.
8.1***	Opinion of Vinson & Elkins L.L.P. relating to tax matters.
23.1*	Consent of Grant Thornton LLP, independent registered public accounting firm.
23.2***	Consent of Vinson & Elkins L.L.P. (contained in Exhibits 5.1 and 8.1 hereto).
24.1***	Power of Attorney (contained on the signature pages to this registration statement).

- \* Filed herewith.
- \*\* To be filed as an exhibit to a report filed by Sunoco Logistics Partners L.P. pursuant to Section 13(a) or 15(d) of the Exchange Act or in a post-effective amendment to this registration statement.
- \*\*\* Previously filed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newtown Square, Commonwealth of Pennsylvania, on October 18, 2016.

**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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
*  Marshall S. McCrea, III	Chairman of the Board of Directors of Sunoco Partners LLC	October 18, 2016
*  Steven R. Anderson	Director of Sunoco Partners LLC	October 18, 2016
*  Scott A. Angelle	Director of Sunoco Partners LLC	October 18, 2016
*  Basil Leon Bray	Director of Sunoco Partners LLC	October 18, 2016
*  Michael J. Hennigan	President and Chief Executive Officer and Director of Sunoco Partners LLC  (Principal Executive Officer)	October 18, 2016
*  Thomas P. Mason	Director of Sunoco Partners LLC	October 18, 2016
*  	Director of Sunoco Partners LLC	October 18, 2016

James R. Perry

\*

Controller and Chief Accounting Officer

October 18, 2016

Michael D. Galtman

(Principal Accounting Officer)

/s/ Peter J. Gvazdauskas  
Peter J. Gvazdauskas

Chief Financial Officer and Treasurer  
(Principal Financial Officer)

October 18, 2016

\*By: /s/ Kathleen Shea-Ballay  
Kathleen Shea-Ballay  
Attorney-in-fact

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**Exhibit Index**

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