

SUNOCO LOGISTICS PARTNERS L.P.

Form 8-K

May 02, 2012

**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: May 2, 2012**

**(Date of earliest event reported): May 2, 2012**

**SUNOCO LOGISTICS PARTNERS L.P.**

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

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(State or other jurisdiction

(Commission

(IRS employer

of incorporation)

file number)

identification number)

**1818 Market Street, Suite 1500, Philadelphia, PA**

(Address of principal executive offices)

**(215) 977-3000**

**19103-7583**

(Zip Code)

(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 2.02. Results of Operations and Financial Condition.**

On May 2, 2012, Sunoco Logistics Partners L.P. (the Partnership ) issued a press release announcing its financial results for the first quarter 2012. A copy of this press release is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**No. Exhibit**

**99.1 Press release dated May 2, 2012.**

**Forward-Looking Statements**

Statements contained in the exhibits to this report that state the Partnership's or its management's expectations or predictions of the future are forward-looking statements. The Partnership's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

**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 LP.**

**By: Sunoco Partners LLC,**

**its General Partner**

**By: /s/ MICHAEL D. GALTMAN  
Michael D. Galtman**

**Controller**

**May 2, 2012**

**Philadelphia, PA**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
<b>99.1</b>	<b>Press release dated May 2, 2012.</b>