

Energy Transfer Operating, L.P.  
 Form 424B3  
 March 20, 2019  
Table of Contents

Filed Pursuant to Rule 424(b)(3)  
 Registration Nos. 333-229843  
 and 333-229843-01

**PROSPECTUS**

**ENERGY TRANSFER OPERATING, L.P.**

**Offers to Exchange**

**Any and All Outstanding Notes Issued by Energy Transfer LP as listed below for up to \$4,337,032,000  
 Aggregate Principal Amount of New Notes Issued by Energy Transfer Operating, L.P. and Related Guarantees**

**and**

**Solicitation of Consents to Amend the Indentures Governing Outstanding Notes Issued by Energy Transfer LP**

Upon the terms and subject to the conditions set forth in this prospectus (as it may be supplemented and amended from time to time, this prospectus), Energy Transfer Operating, L.P. (formerly Energy Transfer Partners, L.P.) (ETO, we, our and us) is offering to exchange (each, an Exchange Offer and, collectively, the Exchange Offers) any and all validly tendered (and not validly withdrawn) and accepted notes issued by Energy Transfer LP (formerly Energy Transfer Equity, L.P.) (ET) for notes to be issued by ETO and guaranteed by its subsidiary, Sunoco Logistics Partners Operations L.P. (SXL Opco) as described, and for the consideration summarized, in the table below. We refer to the series of notes previously issued by ET and listed in the table below collectively as the Existing ET Notes, and the series of notes to be issued by us and listed in the table below collectively as the New ETO Notes.

<b>Title of Series of Existing ET Notes/CUSIP Number(s)</b>	<b>Aggregate Principal Amount Outstanding</b>	<b>Series of Notes to be Issued by ETO</b>	<b>Exchange Consideration (Principal Amount of New ETO</b>	<b>Early Tender Premium<sup>(1)</sup> (Principal Amount of New ETO</b>	<b>Total Exchange Consideration<sup>(2)</sup> (Principal Amount of New</b>
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			Notes)	Notes)	ETO Notes)
7.500% Senior Notes due 2020 (the Existing ET 2020 Notes ) / 29273VAC4	\$ 1,187,032,000	7.500% Notes due 2020 (the New ETO 2020 Notes )	\$ 970	\$ 30	\$ 1,000
4.250% Senior Notes due 2023 (the Existing ET 2023 Notes ) / 29273VAG5	\$ 1,000,000,000	4.250% Notes due 2023 (the New ETO 2023 Notes )	\$ 970	\$ 30	\$ 1,000
5.875% Senior Notes due 2024 (the Existing ET 2024 Notes ) / 29273VAD2 / 29273VAE0	\$ 1,150,000,000	5.875% Notes due 2024 (the New ETO 2024 Notes )	\$ 970	\$ 30	\$ 1,000
5.500% Senior Notes due 2027 (the Existing ET 2027 Notes ) / 29273VAF7	\$ 1,000,000,000	5.500% Notes due 2027 (the New ETO 2027 Notes )	\$ 970	\$ 30	\$ 1,000

(1) For each \$1,000 principal amount of Existing ET Notes accepted for exchange.

(2) Includes Early Tender Premium (as defined herein).

**In exchange for each \$1,000 principal amount of Existing ET Notes that is validly tendered at or prior to 5:00 p.m., New York City time, on March 8, 2019, as extended to 11:59 p.m., New York City time, on March 22, 2019 solely with respect to receipt of the Early Tender Premium, and unless further extended (such date and time with respect to an Exchange Offer and Consent Solicitation (as defined herein), as the same may be extended for such Exchange Offer and Consent Solicitation, the Early Tender Deadline ), and not validly withdrawn, holders of Existing ET Notes will be eligible to receive the applicable total exchange consideration set out in the table above (the Total Exchange Consideration ), which includes the applicable early tender premium set out in such table (the Early Tender Premium ). In exchange for each \$1,000 principal amount of Existing ET Notes validly tendered after the Early Tender Deadline but prior to 11:59 p.m., New York City time, on March 22, 2019, unless extended (such date and time with respect to an Exchange Offer and Consent Solicitation, as the same may be extended for such Exchange Offer and Consent Solicitation, the Expiration Deadline ), and not validly withdrawn, holders of Existing ET Notes will be eligible to receive only the applicable exchange consideration set out in such table (the Exchange Consideration ). In addition, each series of New ETO Notes will accrue interest from (and including) the most recent date on which interest has been paid on the corresponding series of Existing ET Notes accepted in the Exchange Offers and Consent Solicitations for such series of New ETO Notes; provided, that interest will only accrue with respect to the aggregate principal amount of New ETO Notes a holder receives, which will be less than the principal amount of Existing ET Notes tendered for exchange if such holder tenders its Existing ET Notes after the Early Tender Deadline. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of any series of New ETO Notes that is not equal to \$2,000 or an integral multiple of \$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder of Existing ET Notes will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of the principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date. Except as set forth above, no accrued but unpaid interest will be paid with respect to Existing ET Notes tendered for exchange.**

**Tenders of any particular series of Existing ET Notes may be withdrawn at any time prior to the Expiration Deadline.**

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**Table of Contents**

Concurrently with the Exchange Offers, we are soliciting consents from holders with respect to each series of Existing ET Notes, in each case upon the terms and subject to the conditions set forth in this prospectus (each, a Consent Solicitation and, collectively, the Consent Solicitations ). The Consent Solicitations are with respect to:

amendments to the indenture, dated as of September 20, 2010 (the Existing ET Base Indenture ), as supplemented through the date hereof, governing the Existing ET 2020 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2020 Notes Indenture );

amendments to the Existing ET Base Indenture, as supplemented through the date hereof, governing the Existing ET 2023 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2023 Notes Indenture );

amendments to the Existing ET Base Indenture, as supplemented through the date hereof, governing the Existing ET 2024 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2024 Notes Indenture ); and

amendments to the Existing ET Base Indenture, as supplemented through the date hereof, governing the Existing ET 2027 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2027 Notes Indenture ).

The Existing ET 2020 Notes Indenture, the Existing ET 2023 Notes Indenture, the Existing ET 2024 Notes Indenture and the Existing ET 2027 Notes Indenture are referred to herein collectively as the Existing ET Indentures.

Holders of Existing ET Notes may not deliver a consent in a Consent Solicitation without tendering Existing ET Notes in the applicable Exchange Offer. If a holder of Existing ET Notes tenders Existing ET Notes in an Exchange Offer, such holder will be deemed to deliver its consent, with respect to the principal amount of such tendered Existing ET Notes, to the amendments to the corresponding Existing ET Indenture and the related Existing ET Notes for that series, which includes eliminating certain of the covenants, restrictive provisions and events of default (with respect to the corresponding Existing ET Indenture for that series and, together, as the context requires, the Proposed Amendments ). ETO may complete any Exchange Offer even if valid consents sufficient to effect the Proposed Amendments to the corresponding Existing ET Indenture are not received. **Consents to the applicable Proposed Amendments may only be revoked by validly withdrawing the tendered Existing ET Notes prior to the Early Tender Deadline, but may not be revoked after the Early Tender Deadline. Holders that validly withdraw tenders of any particular series of Existing ET Notes after the Early Tender Deadline but prior to the Expiration Deadline, will be deemed to continue to have delivered a consent to the applicable Proposed Amendments.**

The Exchange Offers and Consent Solicitations are subject to certain conditions as described herein, although ETO may waive any such condition (except the condition that the registration statement of which this prospectus forms a part has been declared effective by the Securities and Exchange Commission (the SEC )). Each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offers and Consent Solicitations, although ETO may waive such condition at any time with respect to an Exchange Offer. Any waiver of a condition by ETO with respect to an Exchange Offer will automatically waive such condition with respect to the corresponding Consent Solicitation, as applicable. In addition, ETO may amend the terms of any Exchange Offer without amending

the terms of any other Exchange Offer. Any amendment of the terms of an Exchange Offer by ETO will automatically amend such terms with respect to the corresponding Consent Solicitation, as applicable. In addition, each Exchange Offer and Consent Solicitation is subject to the satisfaction of certain conditions, as described herein. The Proposed Amendments to the Existing ET Indentures are described in this prospectus under **The Proposed Amendments** and the conditions to the Exchange Offers and Consent Solicitations are described in this prospectus under **Description of the Exchange Offers and Consent Solicitations** **Conditions to the Exchange Offers and Consent Solicitations**.

ETO plans to issue the New ETO Notes promptly on or about the first business day following the Expiration Deadline (the **Settlement Date** ), assuming that the conditions to the Exchange Offers are satisfied or, where permitted, waived. ETO has applied to have the New ETO Notes listed on the New York Stock Exchange (the **NYSE** ). If the application is approved, we expect trading of the New ETO Notes on the NYSE to begin within 30 days after their original issue date. Currently, there is no public market for the New ETO Notes.

**See Risk Factors beginning on page 20 to read about important factors you should consider before you decide to participate in the Exchange Offers and Consent Solicitations.**

**Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

None of ETO, ET, Citigroup Global Markets Inc., J.P. Morgan Securities LLC or TD Securities (USA) LLC (each, a **Dealer Manager** and collectively, the **Dealer Managers** ), the trustee with respect to the Existing ET Notes or the New ETO Notes, Global Bondholder Services Corporation, the exchange agent and information agent for the Exchange Offers and Consent Solicitations (the **Exchange Agent** or the **Information Agent** ), or any of their affiliates, makes any recommendation as to whether you should exchange Existing ET Notes for New ETO Notes in response to the Exchange Offers and Consent Solicitations, and no one has been authorized by any of them to make such a recommendation.

*Dealer Managers and Solicitation Agents*

**Citigroup**

**J.P. Morgan**

**TD Securities**

**The date of this prospectus is March 20, 2019**

**Table of Contents**

This prospectus is part of a registration statement that ETO and SXL Opco filed with the SEC. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any other information. We and SXL Opco are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus, as well as the information we previously filed with the SEC that is incorporated by reference herein, is accurate as of any date other than its respective date.

**TABLE OF CONTENTS**

<u>Cautionary Statement Concerning Forward-Looking Statements</u>	ii
<u>Important Times and Dates</u>	iii
<u>Summary</u>	1
<u>Questions and Answers About the Exchange Offers and Consent Solicitations</u>	3
<u>The Exchange Offers and Consent Solicitations</u>	11
<u>The New ETO Notes</u>	17
<u>Risk Factors</u>	20
<u>Description of the Exchange Offers and Consent Solicitations</u>	25
<u>Comparison of Existing ET Notes and New ETO Notes</u>	37
<u>The Proposed Amendments</u>	58
<u>Use of Proceeds</u>	60
<u>Description of the New ETO Notes</u>	61
<u>Material U.S. Federal Income Tax Consequences</u>	79
<u>Certain ERISA Considerations</u>	88
<u>Legal Matters</u>	90
<u>Experts</u>	90
<u>Where You Can Find More Information</u>	90
<u>Information We Incorporate By Reference</u>	90

**Table of Contents**

**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

This prospectus includes forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as anticipate, project, expect, plan, goal, forecast, estimate, intend, continue, believe, may, will or similar expressions are forward-looking statements. Although ETO and ET believe such forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, no assurance can be given that such assumptions, expectations or projections will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, ETO's and ET's actual results may vary materially from those anticipated, estimated, expressed, forecasted, projected or expected in forward-looking statements since many of the factors that determine these results are subject to uncertainties and risks that are difficult to predict and beyond the control of ETO's and ET's management. For additional discussion of risks, uncertainties and assumptions, see Part I Item 1A. Risk Factors in ETO's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 22, 2019, and in ET's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 22, 2019.

All of the forward-looking statements made in this prospectus are qualified by this cautionary statement and there can be no assurance that the actual results or developments ETO and ET anticipate will be realized or, even if substantially realized, that they will have the consequences for, or effects on, the business or operations that ETO or ET anticipates today. ET and ETO assume no obligation to update publicly any such forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Table of Contents****IMPORTANT TIMES AND DATES**

Please take note of the following important times and dates in connection with the Exchange Offers and Consent Solicitations. These dates assume no extension of the Early Tender Deadline or the Expiration Deadline.

<b>Date</b>	<b>Time and Calendar Date</b>	<b>Event</b>
Launch Date	February 25, 2019	The commencement of the Exchange Offers and Consent Solicitations.
Early Tender Deadline	5:00 p.m., New York City time, on March 8, 2019, as extended to 11:59 p.m., New York City time, on March 22, 2019 solely with respect to receipt of the Early Tender Premium, and unless further extended with respect to an Exchange Offer	The deadline for holders (i) to tender Existing ET Notes in order to be eligible to receive the applicable Total Exchange Consideration for Existing ET Notes accepted for exchange in the Exchange Offers and Consent Solicitations, and (ii) validly revoke their consents to the applicable Proposed Amendments. ETO reserves the right to extend the Early Tender Deadline with respect to an Exchange Offer without extending the Early Tender Deadline for any other Exchange Offer.
Withdrawal and Revocation	For tenders of Existing ET Notes, at any time prior to 11:59 p.m., New York City time, on March 22, 2019, unless extended with respect to an Exchange Offer	The Expiration Deadline will be the deadline for holders who validly tendered Existing ET Notes to validly withdraw such Existing ET Notes.
	For consents to the Proposed Amendments, at any time prior to 5:00 p.m., New York City time, on March 8, 2019 (unless extended with respect to an Exchange Offer), but may not be revoked after such time even if holders validly withdraw tenders of any particular series of Existing ET Notes	The Early Tender Deadline will be the deadline for holders to validly revoke their consent to the applicable Proposed Amendments. At any time after the Early Tender Deadline but before the Expiration Deadline, if valid consents sufficient to effect the applicable Proposed Amendments are

received, ET and the trustee under the corresponding Existing ET Indenture will execute and deliver a supplemental indenture relating to the applicable Proposed Amendments that will be effective upon execution but will only become operative upon consummation of the applicable Exchange Offer.



**Table of Contents**

<b>Date</b>	<b>Time and Calendar Date</b>	<b>Event</b>
Expiration Deadline	11:59 p.m., New York City time, on March 22, 2019, unless extended with respect to an Exchange Offer	The deadline for holders to tender Existing ET Notes in order to be eligible to receive the Exchange Consideration for Existing ET Notes accepted for exchange in the Exchange Offers and consent to the Proposed Amendments in the Consent Solicitations.
Settlement Date	Promptly after the Expiration Deadline (expected to be the business day after the Expiration Deadline)	ETO will deposit with The Depository Trust Company ( DTC ), upon the direction of the Exchange Agent, the New ETO Notes to be delivered in exchange for the Existing ET Notes accepted for exchange.

**Table of Contents**

**SUMMARY**

*The following summary information is qualified in its entirety by the information contained elsewhere in this prospectus, including the documents we have incorporated by reference, and as described under Description of the New ETO Notes. Because this is a summary, it does not contain all the information that may be important to you. We urge you to read this entire prospectus, including the consolidated financial statements of ETO and ET, and the related notes, as well as the other documents, incorporated by reference, carefully, including the Risk Factors section. As used in this prospectus, unless the context otherwise indicates, the terms ETO, we, us, our and similar terms mean Energy Transfer Partners, L.P. and its operating subsidiaries prior to the closing of our merger with a wholly owned subsidiary of ET on October 19, 2018 (the merger), and Energy Transfer Operating, L.P. and its operating subsidiaries after the closing of the merger. As used in this prospectus, unless the context otherwise indicates, the term ET means Energy Transfer LP and its consolidated subsidiaries.*

**Energy Transfer Operating, L.P.**

ETO is a Delaware limited partnership and a subsidiary of ET. ETO is engaged in the midstream transportation and storage of natural gas, natural gas liquids ( NGLs ), refined products and crude oil, and terminalling services and acquisition and marketing activities, as well as NGL storage and fractionation services. ETO is managed by its general partner, Energy Transfer Partners GP, L.P. ( ETP GP ), and ETP GP is managed by its general partner, Energy Transfer Partners, L.L.C. ( ETP Managing GP ). ETP Managing GP is a wholly owned subsidiary of ET. The address of ETO's principal executive offices is 8111 Westchester Drive, Suite 600, Dallas, Texas 75225, and the telephone number at this address is (214) 981-0700.

**Energy Transfer LP**

ET was formed in September 2002 and completed its initial public offering in February 2006. ET is a Delaware limited partnership with common units publicly traded on the NYSE under the ticker symbol ET. The primary activities in which ET is engaged, all of which are in the United States, and the operating subsidiaries through which ET conducts those activities are as follows:

natural gas operations, including the following:

natural gas midstream and intrastate transportation and storage;

interstate natural gas transportation and storage; and

crude oil, NGLs and refined products transportation, terminalling services and acquisition and marketing activities, as well as NGL storage and fractionation services.

In addition, ET owns investments in other businesses, including Sunoco LP and USA Compression Partners, LP, both of which are publicly traded master limited partnerships. The address of ET's principal executive offices is 8111 Westchester Drive, Suite 600, Dallas, Texas 75225, and the telephone number at this address is (214) 981-0700.

**The New ETO Notes**

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The New ETO 2020 Notes will mature on October 15, 2020, and will bear interest at a rate per annum equal to 7.500%. The New ETO 2023 Notes will mature on March 15, 2023, and will bear interest at a rate per annum equal to 4.250%. The New ETO 2024 Notes will mature on January 15, 2024, and will bear interest at a rate per annum equal to 5.875%. The New ETO 2027 Notes will mature on June 1, 2027, and will bear interest at a rate per annum equal to 5.500%.

**Table of Contents**

The New ETO Notes will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under its revolving credit facility, its existing senior notes and the senior notes of SXL Opco. The New ETO Notes will rank senior in right of payment with all of ETO's existing and future subordinated debt, including its junior subordinated notes, and structurally subordinated to the indebtedness and other obligations, including trade payables, of ETO's subsidiaries that do not guarantee the New ETO Notes.

The New ETO Notes will initially be guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt. Any of ETO's other subsidiaries that in the future become guarantors or co-issuers of ETO's long-term debt must guarantee the New ETO Notes on the same basis. SXL Opco's guarantee of each series of the New ETO Notes will rank equally in right of payment with SXL Opco's existing and future senior unsecured debt, including its senior notes and its guarantees of debt under ETO's revolving credit facility and existing senior notes, and senior in right of payment to any subordinated debt SXL Opco may incur.

There is currently no market for any series of the New ETO Notes offered hereby, and there is no assurance that any market will develop.

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE EXCHANGE OFFERS AND CONSENT SOLICITATIONS**

**Q: Why is ETO making the Exchange Offers and Consent Solicitations?**

A: ETO is conducting the Exchange Offers to provide existing holders of Existing ET Notes the option to obtain new notes issued by ETO that will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under its revolving credit facility, its existing senior notes and the senior notes of its subsidiary, SXL Opco. In addition, each series of the New ETO Notes will initially be fully and unconditionally guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt. Holders who choose to participate in the Exchange Offers will own notes that are no longer structurally subordinated to all of ETO's other senior unsecured debt.

**Q: Why are we making the Consent Solicitations?**

A: We are soliciting the consent of holders of the Existing ET Notes, upon the terms and subject to the conditions set forth in this prospectus, to eliminate certain of the covenants, restrictive provisions and events of default, in each case under the Existing ET Indentures.

**Q: What will I receive if I tender my Existing ET Notes in the Exchange Offers and Consent Solicitations?**

A: Upon the terms and subject to the conditions of the Exchange Offers described in this prospectus, for each Existing ET Note that you validly tender before 11:59 p.m., New York City time, on March 22, 2019 (the Expiration Deadline), and do not validly withdraw, you will be eligible to receive a New ETO Note, which will accrue interest at the same current annual interest rate, have the same interest payment dates, same optional redemption prices and same maturity date as the Existing ET Note that you exchange. For each \$1,000 principal amount of Existing ET Notes validly tendered at or before the Early Tender Deadline and not validly withdrawn, holders of Existing ET Notes will be eligible to receive the applicable Total Exchange Consideration set out in the table below, which includes the Early Tender Premium. For each \$1,000 principal amount of Existing ET Notes validly tendered after the Early Tender Deadline but prior to the Expiration Deadline, holders of Existing ET Notes will be eligible to receive only the Exchange Consideration set out in the table below, which does not include the Early Tender Premium.

**Table of Contents**

The following table sets forth the Exchange Consideration, Early Tender Premium and Total Exchange Consideration for Existing ET Notes for which the New ETO Notes are being offered:

Title of Series of Existing ET Notes/CUSIP Number(s)	Aggregate Principal Amount Outstanding	Series of Notes to be Issued by ETO	Exchange Consideration <sup>(1)</sup>	Early Tender Premium <sup>(2)</sup>	Total Exchange Consideration <sup>(2)</sup>
			(Principal Amount of New ETO Notes)	(Principal Amount of New ETO Notes)	(Principal Amount of New ETO Notes)
7.500% Senior Notes due 2020 (the Existing ET 2020 Notes ) / 29273VAC4	\$ 1,187,032,000	7.500% Notes due 2020 (the New ETO 2020 Notes )	\$ 970	\$ 30	\$ 1,000
4.250% Senior Notes due 2023 (the Existing ET 2023 Notes ) / 29273VAG5	\$ 1,000,000,000	4.250% Notes due 2023 (the New ETO 2023 Notes )	\$ 970	\$ 30	\$ 1,000
5.875% Senior Notes due 2024 (the Existing ET 2024 Notes ) / 29273VAD2 / 29273VAE0	\$ 1,150,000,000	5.875% Notes due 2024 (the New ETO 2024 Notes )	\$ 970	\$ 30	\$ 1,000
5.500% Senior Notes due 2027 (the Existing ET 2027 Notes ) / 29273VAF7	\$ 1,000,000,000	5.500% Notes due 2027 (the New ETO 2027 Notes )	\$ 970	\$ 30	\$ 1,000

(1) For each \$1,000 principal amount of Existing ET Notes accepted for exchange.

(2) Includes Early Tender Premium.

The New ETO Notes will only be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No tender of Existing ET Notes will be accepted if it results in the issuance of less than \$2,000 principal amount of a series of New ETO Notes, and no alternative, conditional or contingent tenders will be accepted. Holders who do not tender all of their Existing ET Notes should ensure that they retain a principal amount of Existing ET Notes amounting to at least the minimum denomination equal to \$2,000. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of any series of New ETO Notes that is not equal to \$2,000 or an integral multiple of \$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of the principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date.

Concurrently with the Exchange Offers being made by ETO, upon the terms and subject to the conditions set forth in this prospectus, ET is soliciting consents from the holders of the Existing ET Notes to amend the Existing ET Indentures to remove certain of the covenants, restrictive provisions and events of default. The Proposed Amendments are described in more detail under The Proposed Amendments. The consent of the holders of a majority of the aggregate principal amount of the Existing ET Notes outstanding will be required in order to effectuate the Proposed Amendments to each of the Existing ET Indentures. If the Proposed Amendments are approved with respect to the Existing ET Indentures and effected, they will be binding on all holders of the related Existing ET Notes, including those who do not deliver their consent to the Proposed Amendments and do not tender their Existing ET Notes in the

Exchange Offers. If for any reason an Exchange Offer is not completed, the Proposed Amendments to the corresponding Existing ET Indenture for that series will not become operative with respect to the related Existing ET Notes and the related Existing ET Notes will be subject to the same terms and conditions as existed before the Exchange Offers were made. You may not deliver a consent in a Consent Solicitation without tendering Existing ET Notes in the applicable

**Table of Contents**

Exchange Offer. If you tender Existing ET Notes in an Exchange Offer, you will be deemed to deliver your consent, with respect to the principal amount of such tendered Existing ET Notes, to the Proposed Amendments.

**Q: What are the Proposed Amendments?**

A: The Proposed Amendments will eliminate certain of the covenants, restrictive provisions and events of default, in each case under the Existing ET Indentures.

If we receive valid consents sufficient to effect the applicable Proposed Amendments, assuming all other conditions of the Exchange Offers and Consent Solicitations are satisfied or, where permitted, waived, all of the sections or provisions of the Existing ET Indentures listed below will be deleted or modified, as applicable:

The Proposed Amendments would delete in their entirety the following covenants from the Existing ET Base Indenture:

Section 4.03 ( SEC Reports; Financial Statements );

Section 4.05 ( Existence ); and

Section 5.01 ( Limitations on Mergers and Consolidations ).

The Proposed Amendments would delete in their entirety the following covenants from each of the supplemental indentures governing the Existing ET Notes:

Section 5.1 ( Change of Control );

Section 5.2 ( Limitation on Liens );

Section 5.3 ( Restriction on Sale-Leasebacks ); and

Section 5.4 ( Limitation on Transactions with Affiliates ).

In addition, the Proposed Amendments would make certain conforming and other changes to the Existing ET Indentures and the Existing ET Notes, including modification or deletion of certain definitions and cross references, including certain changes to the definition of Events of Default to give effect to the deletion of the covenants described above. See Comparison of Existing ET Notes and New ETO Notes, Description of the Exchange Offers and Consent Solicitations, The Proposed Amendments, and Description of the New ETO Notes.



**Q: What are the consequences of not participating in the Exchange Offers and Consent Solicitations before the Early Tender Deadline?**

A: Upon the terms and subject to the conditions of the Exchange Offers, if you fail to tender your Existing ET Notes before the Early Tender Deadline but do so before the Expiration Deadline (and do not validly withdraw your Existing ET Notes before the Expiration Deadline), you will be eligible to receive the Exchange Consideration, which consists of \$970 principal amount of New ETO Notes, but not the Early Tender Premium, which would include an additional \$30 principal amount of New ETO Notes.

**Q: What are the consequences of not participating in an Exchange Offer and Consent Solicitation at all?**

A: If you do not exchange your Existing ET Notes for New ETO Notes in an Exchange Offer, you will not receive the benefit of having ETO, the operating subsidiary of ET, as the obligor of your notes. In

**Table of Contents**

addition, if the Proposed Amendments to the Existing ET Notes become effective, those Proposed Amendments will apply to all Existing ET Notes that are not exchanged in an Exchange Offer, even though the remaining holders of such Existing ET Notes did not consent to the Proposed Amendments. Thereafter, all such Existing ET Notes will be governed by the amended Existing ET Indentures, which will be less restrictive and afford reduced protections to any remaining holders of Existing ET Notes compared to those currently in place. Additionally, the trading market for any remaining Existing ET Notes may be more limited than it is at present, and the smaller outstanding principal amount may make the trading market of any remaining Existing ET Notes more volatile. Consequently, the liquidity, market value and price of Existing ET Notes that remain outstanding may be materially and adversely affected. Therefore, if your Existing ET Notes are not tendered and accepted in an Exchange Offer, it may become more difficult for you to sell or transfer your unexchanged Existing ET Notes. See Risk Factors Risks Relating to the Non-Exchanging Holders of the Existing ET Notes The Proposed Amendments to the Existing ET Indentures will reduce protection to remaining holders of Existing ET Notes.

**Q: How do the Existing ET Notes differ from the New ETO Notes to be issued in the Exchange Offer?**

A: The Existing ET Notes are the obligations solely of ET and are governed by the applicable Existing ET Indenture. The New ETO Notes will be the obligations solely of ETO and will be governed by the New ETO Indenture (as defined herein). In addition, the New ETO Notes will be fully and unconditionally guaranteed by SXL Opco for as long as it guarantees any of ETO's other long-term debt. The Existing ET Indentures and the New ETO Indenture differ in certain respects, including the applicable covenants, merger and consolidation terms and events of default.

However, each New ETO Note issued in exchange for an Existing ET Note will have an interest rate and maturity date that are the same as the current interest rate and maturity date of the tendered Existing ET Note, as well as the same interest payment dates and optional redemption prices, and will accrue interest from and including the most recent interest payment date of the tendered Existing ET Note. New ETO Notes will have features that are consistent with other outstanding notes of ETO. See Comparison of Existing ET Notes and the New ETO Notes.

**Q: What will be the ranking of the New ETO Notes?**

A: The New ETO Notes will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under its revolving credit facility, its existing senior notes and the senior notes of SXL Opco. The New ETO Notes will rank senior in right of payment with all of ETO's existing and future subordinated debt of ETO, including its junior subordinated notes, and structurally subordinated to the indebtedness and other obligations, including trade payables, of ETO's subsidiaries that do not guarantee the New ETO Notes.

The New ETO Notes will initially be guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt. Any of ETO's other subsidiaries that in the future become guarantors or co-issuers of ETO's long-term debt must guarantee the New ETO Notes on the same basis. SXL Opco's guarantee of each series of the New ETO Notes will rank equally in right of payment with SXL Opco's existing and future senior unsecured debt, including its senior notes and its guarantees of debt under ETO's revolving credit facility and existing senior notes, and senior in right of payment to any subordinated debt SXL Opco may incur. See Description of the New ETO Notes Ranking.



**Table of Contents**

**Q: Will the New ETO Notes be eligible for listing on an exchange?**

A: ETO has applied to have the New ETO Notes listed on the NYSE. If the application is approved, we expect trading of the New ETO Notes on the NYSE to begin within 30 days after their original issue date. Currently, there is no public market for the New ETO Notes. We cannot assure you about the liquidity of the New ETO Notes or the development of any market for the New ETO Notes. See Risk Factors Risks Relating to the New ETO Notes The New ETO Notes have no established trading market or history, and liquidity of trading markets for the New ETO Notes may be limited.

**Q: What consents are required to effect the Proposed Amendments to the Existing ET Indentures and consummate the Exchange Offers?**

A: In order for the Proposed Amendments to the Existing ET Indentures to be adopted, holders of not less than a majority in aggregate principal amount of the Existing ET Notes outstanding must consent to them, and those consents must be received before the Expiration Deadline.

**Q: May I tender my Existing ET Notes in the Exchange Offer without delivering a consent in the Consent Solicitations?**

A: No. By tendering your Existing ET Notes for exchange, you will be deemed to have validly delivered your consent to the Proposed Amendments to the Existing ET Indentures and the Existing ET Notes, as further described under The Proposed Amendments. You may not consent to the Proposed Amendments to the Existing ET Indentures without tendering your Existing ET Notes in the Exchange Offers and you may not tender your Existing ET Notes for exchange without consenting to the Proposed Amendments.

**Q: May I tender only a portion of the Existing ET Notes that I hold?**

A: Yes. You may tender any portion of the Existing ET Notes that you hold, provided that if you tender less than all of your Existing ET Notes, you should ensure that you retain a principal amount of Existing ET Notes amounting to at least the minimum denomination equal to \$2,000.

**Q: What are the conditions to the Exchange Offers and Consent Solicitations?**

A: The consummation of the Exchange Offers and Consent Solicitations is subject to, and conditional upon, the satisfaction or, where permitted, waiver of the conditions discussed under Description of the Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations, including, among other things, the receipt of the requisite consents. We may, at our option and in our sole discretion, waive any such conditions (except the condition that the registration statement of which this prospectus forms a part has been declared effective by the SEC). All conditions to the Exchange Offers must be satisfied

or, where permitted, waived, on or before the Expiration Deadline. The Proposed Amendments may become effective if the requisite consents are received and the conditions discussed under Description of the Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations have been satisfied or, where permitted, waived.

**Q: Will ETO accept all tenders of Existing ET Notes?**

A: Subject to the satisfaction or, where permitted, waiver of the conditions to the Exchange Offers, we will accept for exchange any and all Existing ET Notes that (i) have been validly tendered in the Exchange Offers before the Expiration Deadline and (ii) have not been validly withdrawn before the Expiration Deadline.

**Table of Contents**

**Q: What will ETO do with the Existing ET Notes accepted for exchange in the Exchange Offers?**

A: The Existing ET Notes surrendered in connection with the Exchange Offers and accepted for exchange will be retired or cancelled at our option and will not be reissued.

**Q: When will ETO issue the New ETO Notes?**

A: Assuming the conditions to the Exchange Offers are satisfied or, where permitted, waived, ETO will issue the New ETO Notes in book-entry form on or about the first business day following the Expiration Deadline (the Settlement Date ).

**Q: Will I be paid the accrued and unpaid interest on my Existing ET Notes accepted for exchange on the Settlement Date?**

A: Except for cash paid in lieu of the issuance of fractional New ETO Notes (which cash settlement will include accrued and unpaid interest to the Settlement Date), accrued and unpaid interest on Existing ET Notes accepted for exchange will not be paid in cash on the Settlement Date. The New ETO Notes received in exchange for the tendered Existing ET Notes will instead accrue interest from (and including) the most recent date for which interest has been paid on the tendered Existing ET Notes; provided, that interest will only accrue on the aggregate principal amount of New ETO Notes you receive, which will be less than the principal amount of Existing ET Notes you tendered for exchange if you tender your Existing ET Notes after the Early Tender Deadline.

**Q: When will the Proposed Amendments to the Existing ET Indentures become operative?**

A: If we receive the requisite consents after the Early Tender Deadline but before the Expiration Deadline, we expect that the Proposed Amendments to the Existing ET Indentures will become effective on the Settlement Date.

**Q: When will the Exchange Offers expire?**

A: The Exchange Offers will expire after 11:59 p.m., New York City time, on March 22, 2019, unless we, in our sole discretion, extend the Exchange Offers, in which case the Expiration Deadline will be the latest date and time to which such Exchange Offers are extended. See Description of the Exchange Offers and Consent Solicitations Early Tender Deadline; Expiration Deadline; Extensions; Amendments; Termination.

**Q: Can I withdraw my Existing ET Notes after I tender them? Can I revoke the consent related to my Existing ET Notes after I deliver it?**

A: Tenders of Existing ET Notes may be validly withdrawn (and the related consents to the Proposed Amendments revoked as a result) at any time before the Expiration Deadline.

Following the Expiration Deadline, tenders of Existing ET Notes may not be validly withdrawn unless ETO is required by law to permit withdrawal. In the event of termination of the Exchange Offers, the Existing ET Notes tendered will be promptly returned to the tendering holders. Consents to the applicable Proposed Amendments may only be revoked by validly withdrawing the tendered Existing ET Notes prior to the Early Tender Deadline, but may not be revoked after the Early Tender Deadline even if holders validly withdraw tenders of any particular series of Existing ET Notes. See Description of the Exchange Offers and Consent Solicitations Withdrawal of Tenders and Revocation of Consents.

**Table of Contents**

**Q: How do I exchange my Existing ET Notes if I am a beneficial owner of Existing ET Notes held by a custodial entity, such as a commercial bank, broker, dealer, trust company or other nominee? Will the record holder exchange my Existing ET Notes for me?**

A: If you are a holder of Existing ET Notes and wish to participate in the Exchange Offers and Consent Solicitations and your Existing ET Notes are held by a custodial entity, such as a commercial bank, broker, dealer, trust company or other nominee, you must instruct that custodial entity to tender your Existing ET Notes on your behalf pursuant to the procedures of that custodial entity. Please ensure that you contact your custodial entity as soon as possible to give them sufficient time to meet your requested deadline. **Beneficial owners are urged to appropriately instruct their commercial bank, broker, custodian or other nominee at least five business days prior to the Early Tender Deadline or the Expiration Deadline, as applicable, in order to allow adequate processing time for their instruction.**

Custodial entities that are participants in DTC must tender Existing ET Notes through ATOP, which is maintained by DTC. No letter of transmittal is required for tenders through ATOP. No letter of transmittal will be required for the Exchange Offers and Consent Solicitations. ETO has not provided guaranteed delivery procedures in conjunction with the Exchange Offers and Consent Solicitations.

**Q: Will I have to pay any fees or commissions if I tender my Existing ET Notes for exchange in the Exchange Offers?**

A: You will not be required to pay any fees or commissions to ETO, the Dealer Manager, the Exchange Agent or the Information Agent in connection with the Exchange Offers. If you hold Existing ET Notes through a broker, dealer, commercial bank, trust company or other nominee that tenders your Existing ET Notes on your behalf, your broker or other nominee may charge you a commission for doing so. You should consult your broker, dealer, commercial bank, trust company or other nominee to determine whether any charges will apply.

**Q: Will a holder recognize gain or loss on the exchange of Existing ET Notes for New ETO Notes?**

A: A U.S. Holder (as defined in [Material U.S. Federal Income Tax Consequences](#) ) that tenders Existing ET Notes in exchange for New ETO Notes will generally recognize taxable gain or loss for U.S. federal income tax purposes. See [Material U.S. Federal Income Tax Consequences](#) [Tax Consequences to Tendering U.S. Holders](#) [General Consequences of the Exchange Offers](#).

**Q: What will be the U.S. federal income tax treatment of holders who do not tender their Existing ET Notes pursuant to the Exchange Offers?**

A: The U.S. federal income tax treatment of holders who do not tender their Existing ET Notes pursuant to the Exchange Offers is unclear. The adoption of the Proposed Amendments may or may not result in a deemed exchange of Existing ET Notes for new notes for U.S. federal income tax purposes. We believe and intend to



take the position that the adoption of the Proposed Amendments will not cause any Existing ET Notes not tendered to be deemed exchanged for U.S. federal income tax purposes, and, as a result, will not result in a taxable event for non-exchanging holders pursuant to the Exchange Offers. See [Material U.S. Federal Income Tax Consequences](#) [Tax Consequences to Non-Tendering Holders](#).

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**Table of Contents**

**Q: Is any recommendation being made about the Exchange Offers and the Consent Solicitations?**

A: None of ETO, ET, any Dealer Manager, the trustee with respect to the Existing ET Notes or the New ETO Notes, the Exchange Agent, the Information Agent or any of their affiliates, makes any recommendation as to whether you should exchange Existing ET Notes for New ETO Notes in response to the Exchange Offers and Consent Solicitations, and no one has been authorized by any of them to make such a recommendation.

**Q: To whom should I direct any questions?**

A: Questions concerning the terms of the Exchange Offers or the Consent Solicitations should be directed to the Dealer Managers:

<b>Citigroup</b>	<b>J.P. Morgan</b>	<b>TD Securities</b>
388 Greenwich Street, 7 <sup>th</sup> Floor	J.P. Morgan Securities LLC	TD Securities (USA) LLC
New York, New York 10013	383 Madison Avenue	31 West 52nd Street
Attn: Liability Management Group	New York, New York 10179 Attention: Liability Management	New York, New York 10019
Collect: (212) 723-6106	Group Collect: (212) 834-3424	Attn: Liability Management Group
Toll-Free: (800) 558-3745	Toll-Free: (866) 834-4666	Toll-Free: (855) 495-9846

Questions concerning exchange and consent procedures and requests for additional copies of this prospectus should be directed to the Information Agent:

**Global Bondholder Services Corporation**

65 Broadway, Suite 404

New York, New York 10006

Banks and Brokers Call Collect: (212) 430-3774

All Others Call Toll-Free: (866) 924-2200

**Table of Contents****THE EXCHANGE OFFERS AND CONSENT SOLICITATIONS**

*The following is a brief summary of certain terms of the Exchange Offers and Consent Solicitations. It may not contain all the information that is important to you. For additional information regarding the Exchange Offers, Consent Solicitations and the New ETO Notes, see Description of the Exchange Offers and Consent Solicitations and Description of the New ETO Notes.*

New ETO Notes Issuer	Energy Transfer Operating, L.P., a Delaware limited partnership.
Existing ET Notes Issuer	Energy Transfer LP, a Delaware limited partnership.
New ETO Notes Offered	Up to \$4,337,032,000 aggregate principal amount of notes, consisting of up to \$1,187,032,000 aggregate principal amount of New ETO 2020 Notes, up to \$1,000,000,000 aggregate principal amount of New ETO 2023 Notes, up to \$1,150,000,000 aggregate principal amount of New ETO 2024 Notes and up to \$1,000,000,000 aggregate principal amount of New ETO 2027 Notes.
Exchange Offers by ETO	ETO is offering holders of each series of Existing ET Notes the opportunity to exchange any and all of their Existing ET Notes for the applicable New ETO Notes as indicated in the table on the cover hereof, upon the terms and subject to the conditions set forth in this prospectus. Holders of Existing ET Notes will be eligible to receive the applicable Total Exchange Consideration set forth under Total Exchange Consideration below for Existing ET Notes validly tendered at or before the Early Tender Deadline and not validly withdrawn. For Existing ET Notes validly tendered after the Early Tender Deadline and before the Expiration Deadline, holders of Existing ET Notes will be eligible to receive the Exchange Consideration set forth under Exchange Consideration below. The Total Exchange Consideration includes an Early Tender Premium in an amount set forth under Early Tender Premium below. In addition, each series of New ETO Notes will accrue interest from (and including) the most recent date on which interest has been paid on the corresponding series of Existing ET Notes accepted in the Exchange Offers and Consent Solicitations for such series of New ETO Notes; provided, that interest will only accrue with respect to the aggregate principal amount of New ETO Notes a holder of Existing ET Notes receives, which will be less than the principal amount of Existing ET Notes tendered for exchange if such holder of Existing ET Notes tenders its Existing ET Notes after the Early Tender Deadline. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of any series of New ETO Notes that is not equal to \$2,000 or an integral multiple of

\$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder of Existing ET Notes will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of the

**Table of Contents**

principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date. Except as set forth above, no accrued but unpaid interest will be paid with respect to Existing ET Notes tendered for exchange.

**Denomination**

The New ETO Notes will only be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No tender of any series of Existing ET Notes will be accepted if it results in the issuance of less than \$2,000 principal amount of New ETO Notes. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of a series of New ETO Notes that is not equal to \$2,000 or an integral multiple of \$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder of Existing ET Notes will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date.

**Consent Solicitations by ET**

Concurrently with the Exchange Offers being made by ETO, ET is soliciting consents from the holders of Existing ET Notes to amend the Existing ET Indentures to adopt the Proposed Amendments. Holders of Existing ET Notes may deliver their consent to the Proposed Amendments to the corresponding Existing ET Indenture for that series only by tendering Existing ET Notes of the applicable series in the Exchange Offers and Consent Solicitations. Holders of Existing ET Notes may not deliver a consent in the Consent Solicitation without tendering Existing ET Notes in the applicable Exchange Offer. If a holder of Existing ET Notes tenders Existing ET Notes in an Exchange Offer, such holder of Existing ET Notes will be deemed to deliver their consent, with respect to the principal amount of such tendered Existing ET Notes, to the Proposed Amendments.

**Proposed Amendments**

If consents sufficient to effect the applicable Proposed Amendments are received after the Early Tender Deadline but before the Expiration Deadline, the corresponding Existing ET Indenture will be amended to eliminate certain of the covenants, restrictive provisions and events of default. The consent of the holders of a majority of the aggregate principal amount of the Existing ET Notes outstanding will be required in order to effectuate the Proposed Amendments to each of the Existing ET Indentures.

Early Tender Premium

For each \$1,000 principal amount of Existing ET Notes validly tendered at or before the Early Tender Deadline and not validly withdrawn, holders of Existing ET Notes will be eligible to receive the applicable Total Exchange Consideration, which includes an Early Tender Premium equal to \$30 principal amount of New ETO Notes of

**Table of Contents**

the applicable series (plus cash in respect of any fractional portion of New ETO Notes).

If the applicable Exchange Offer is completed, the Early Tender Premium will be paid only to holders of Existing ET Notes who validly tender their Existing ET Notes at or before the Early Tender Deadline and do not validly withdraw their tenders and whose Existing ET Notes are accepted for exchange. Holders of Existing ET Notes who validly tender their Existing ET Notes after the Early Tender Deadline but before the Expiration Deadline will not be eligible to receive the Early Tender Premium. See Description of the Exchange Offers and Consent Solicitations Early Tender Premium.

Exchange Consideration

The Exchange Consideration for each \$1,000 principal amount of Existing ET Notes tendered after the Early Tender Deadline and before the Expiration Deadline will equal \$970 principal amount of New ETO Notes of the applicable series (plus cash in respect of any fractional portion of New ETO Notes). See Description of the Exchange Offers and Consent Solicitations Exchange Consideration.

Total Exchange Consideration

The Total Exchange Consideration for each \$1,000 principal amount of Existing ET Notes tendered at or before the Early Tender Deadline will equal \$1,000 principal amount of New ETO Notes of the applicable series (plus cash in respect of any fractional portion of New ETO Notes).

Early Tender Deadline

5:00 p.m., New York City time, on March 8, 2019, as extended to 11:59 p.m., New York City time, on March 22, 2019 solely with respect to receipt of the Early Tender Premium, and unless further extended by ETO, as the same may be extended for such Exchange Offer and Consent Solicitation.

Expiration Deadline

The Exchange Offers and Consent Solicitations will expire at 11:59 p.m., New York City time, on March 22, 2019, as the same may be extended for each Exchange Offer and Consent Solicitation.

Settlement Date

The Settlement Date for the Exchange Offers and Consent Solicitations will be promptly following the Expiration Deadline and is expected to be the business day after the Expiration Deadline.

Withdrawal of Tenders and Revocation of Consents

Tenders of Existing ET Notes in the Exchange Offers and Consent Solicitations may be validly withdrawn at any time prior to the

Expiration Deadline. Consents to the applicable Proposed Amendments may only be revoked by validly withdrawing the tendered Existing ET Notes prior to the Early Tender Deadline, but may not be revoked after the Early Tender Deadline even if holders validly withdraw tenders of any particular series of Existing ET Notes . See Description of the Exchange Offers and Consent Solicitations Withdrawal of Tenders and Revocation of Consents.



**Table of Contents**

Conditions to the Exchange Offers and Consent Solicitation

The Exchange Offers and Consent Solicitations are subject to certain conditions, although ETO may waive any such condition (except the condition that the registration statement of which this prospectus forms a part has been declared effective by the SEC) at any time with respect to an Exchange Offer. Each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offers and Consent Solicitations, although ETO may waive such condition at any time with respect to an Exchange Offer. Any waiver of a condition by ETO with respect to an Exchange Offer will automatically waive such condition with respect to the corresponding Consent Solicitation, as applicable. In addition, ETO may amend the terms of any Exchange Offer without amending the terms of any other Exchange Offer. Any amendment of the terms of an Exchange Offer by ETO will automatically amend such terms with respect to the corresponding Consent Solicitation, as applicable. The Exchange Offers and Consent Solicitations are not subject to a financing condition. ETO may complete the Exchange Offers even if valid consents sufficient to effect the Proposed Amendments are not received. See Description of the Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations.

Termination; Extension; Amendment

ETO, in its sole discretion, may extend the Early Tender Deadline and the Expiration Deadline with respect to any and all of the Exchange Offers, subject to applicable law. Any extension of the Early Tender Deadline and the Expiration Deadline with respect to any and all of the Exchange Offers by ETO will automatically extend the Early Tender Deadline and the Expiration Deadline with respect to the corresponding Consent Solicitation, as applicable. Subject to applicable law, ETO expressly reserves the right, in its sole discretion and with respect to any or all of the Exchange Offers to: (i) delay accepting any Existing ET Notes, extend the Exchange Offer or terminate the Exchange Offer and not accept any Existing ET Notes; (ii) extend the Early Tender Deadline without extending the Expiration Deadline; and (iii) amend, modify or waive in part or whole, at any time, or from time to time, the terms of the Exchange Offer in any respect, including waiver of any conditions to consummation of the Exchange Offer (except the condition that the registration statement of which this prospectus forms a part has been declared effective by the SEC). Any such delay, extension, termination, amendment, modification or waiver with respect to any and all of the Exchange Offers by ETO will automatically delay, extend, terminate, amend, modify or waive conditions precedent to the corresponding Consent Solicitation, as applicable. See Description of the Exchange Offers and Consent Solicitations Early Tender Deadline; Expiration Deadline; Extensions; Amendments; Termination.



**Table of Contents**

Procedures for Tendering

If you are a holder of Existing ET Notes and wish to participate in the Exchange Offers and Consent Solicitations and your Existing ET Notes are held by a custodial entity, such as a commercial bank, broker, dealer, trust company or other nominee, you must instruct that custodial entity to tender your Existing ET Notes on your behalf pursuant to the procedures of that custodial entity. Please ensure that you contact your custodial entity as soon as possible to give them sufficient time to meet your requested deadline. **Beneficial owners are urged to appropriately instruct their commercial bank, broker, custodian or other nominee at least five business days prior to the Early Tender Deadline or the Expiration Deadline, as applicable, in order to allow adequate processing time for their instruction.**

Custodial entities that are participants in DTC must tender Existing ET Notes through ATOP, which is maintained by DTC. No letter of transmittal is required for tenders through ATOP. No letter of transmittal will be required for the Exchange Offers and Consent Solicitations. ETO has not provided guaranteed delivery procedures in conjunction with the Exchange Offers and Consent Solicitations.

Consequences of Failure to Exchange

Existing ET Notes that are not validly tendered or that are validly tendered but validly withdrawn will remain outstanding and will continue to be subject to their existing terms despite the completion of the Exchange Offers and Consent Solicitations. However, if the Exchange Offers and Consent Solicitations are consummated and the Proposed Amendments to the corresponding Existing ET Indenture are effected, such amendments will also apply to all related Existing ET Notes not acquired in the Exchange Offers and Consent Solicitations and those notes will no longer have the benefit of the protection of the covenants, restrictive provisions and events of default eliminated by the applicable Proposed Amendments. The trading market for outstanding Existing ET Notes of any series not exchanged in the Exchange Offers and Consent Solicitations may be more limited than it is at present. Therefore, if your Existing ET Notes are not tendered and accepted in the Exchange Offers and Consent Solicitations, it may become more difficult for you to sell or transfer your unexchanged Existing ET Notes. See Risk Factors for a more detailed description of this risk and other risks relating to the Exchange Offers and Consent Solicitations.

Brokerage Fees and Commissions

No brokerage fees or commissions are payable by the holders of the Existing ET Notes to any Dealer Manager, the Exchange Agent (as defined below), ETO or ET in connection with the Exchange Offers and Consent Solicitations. If a tendering holder handles the transaction through its broker, dealer, commercial bank, trust company or other institution, that holder may be required to pay brokerage fees or

commissions.

Federal Income Tax Considerations

For a discussion of certain U.S. federal income tax considerations of the Exchange Offers, Consent Solicitations and the ownership and

**Table of Contents**

	disposition of any New ETO Notes received pursuant to the Exchange Offers, see Material U.S. Federal Income Tax Consequences.
Use of Proceeds	Neither ETO nor ET will receive any cash proceeds from the Exchange Offers and Consent Solicitations or the issuance of the New ETO Notes. See Use of Proceeds.
Exchange Agent and Information Agent	Global Bondholder Services Corporation ( GBSC ) is serving as the exchange agent (the Exchange Agent ) and information agent (the Information Agent ) in connection with the Exchange Offers and Consent Solicitations. The address and telephone numbers of GBSC are listed on the back cover of this prospectus.
Dealer Managers	Citigroup Global Markets Inc., J.P. Morgan Securities LLC and TD Securities (USA) LLC are the dealer managers and solicitation agents for the Exchange Offers and Consent Solicitations. The address and telephone numbers of each Dealer Manager is listed on the back cover page of this prospectus.
No Recommendation	None of ETO, ET, any Dealer Manager, the trustee with respect to the Existing ET Notes or the New ETO Notes, the Exchange Agent, the Information Agent or any of their affiliates, makes any recommendation as to whether you should exchange Existing ET Notes for New ETO Notes in response to the Exchange Offers and Consent Solicitations, and no one has been authorized by any of them to make such a recommendation.
Further Information	Questions or requests for assistance related to the Exchange Offers and Consent Solicitations or for additional copies of this prospectus may be directed to the Information Agent at its telephone numbers and address listed on the back cover page of this prospectus. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Exchange Offers and Consent Solicitations. The contact information for each Dealer Manager and the Exchange Agent is set forth on the back cover page of this prospectus. See also Where You Can Find More Information.

**Table of Contents**

**THE NEW ETO NOTES**

*The following summary contains basic information about the New ETO Notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the New ETO Notes, please refer to Description of the New ETO Notes.*

Issuer	Energy Transfer Operating, L.P., a Delaware limited partnership.
Securities Offered	Up to \$4,337,032,000 aggregate principal amount of notes, consisting of up to \$1,187,032,000 aggregate principal amount of New ETO 2020 Notes, up to \$1,000,000,000 aggregate principal amount of New ETO 2023 Notes, up to \$1,150,000,000 aggregate principal amount of New ETO 2024 Notes and up to \$1,000,000,000 aggregate principal amount of New ETO 2027 Notes.
Maturity Dates	The New ETO 2020 Notes will mature on October 15, 2020. The New ETO 2023 Notes will mature on March 15, 2023. The New ETO 2024 Notes will mature on January 15, 2024. The New ETO 2027 Notes will mature on June 1, 2027.
Interest Payment Dates	ETO will pay interest on the New ETO Notes as follows:  New ETO 2020 Notes: April 15 and October 15 of each year, commencing on April 15, 2019;  New ETO 2023 Notes: March 15 and September 15 of each year, commencing on September 15, 2019;  New ETO 2024 Notes: January 15 and July 15 of each year, commencing on July 15, 2019; and  New ETO 2027 Notes: June 1 and December 1 of each year, commencing on June 1, 2019.
Interest Rate	The New ETO Notes will bear interest as follows:  New ETO 2020 Notes: 7.500% per year;

New ETO 2023 Notes: 4.250% per year;

New ETO 2024 Notes: 5.875% per year; and

New ETO 2027 Notes: 5.500% per year.

Optional Redemption

We may redeem the New ETO Notes of any series, in whole or in part, at any time and from time to time at the applicable redemption price described herein under the caption Description of the New ETO Notes Optional Redemption.

Certain Covenants

The New ETO Indenture governing the New ETO Notes will contain covenants that, among other things, limit ETO's ability and the ability of its subsidiaries to, among other things, create

**Table of Contents**

liens without equally and ratably securing the New ETO Notes and engage in certain sale and leaseback transactions. The New ETO Indenture will also limit ETO's ability to engage in mergers, consolidations and certain sales of assets.

These covenants are subject to important exceptions and qualifications, as described under "Description of the New ETO Notes—Certain Covenants."

**Subsidiary Guarantee**

The New ETO Notes will initially be guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt.

Any of ETO's other subsidiaries that in the future become guarantors or co-issuers of ETO's long-term debt must guarantee the New ETO Notes on the same basis.

**Ranking**

The New ETO Notes will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under ETO's revolving credit facility, its existing senior notes and the senior notes of SXL Opco. The New ETO Notes will rank senior in right of payment with all of ETO's existing and future subordinated debt, including its junior subordinated notes, and structurally subordinated to the indebtedness and other obligations, including trade payables, of ETO's subsidiaries that do not guarantee the New ETO Notes. As of December 31, 2018, after giving effect to the Exchange Offers and Consent Solicitations (assuming the exchange of all of the Existing ET Notes for New ETO Notes) and ETO's issuance of \$4.0 billion aggregate principal amount of senior notes in January 2019 (the "Senior Notes Offering") and the use of proceeds therefrom, ETO would have had total senior debt of \$37.6 billion, including the New ETO Notes, and ETO would have been able to incur an additional \$4.0 billion of debt under its revolving credit facility. In addition, as of December 31, 2018, after giving effect to the Senior Notes Offering and the use of proceeds therefrom, ETO's subsidiaries (other than SXL Opco) would have had an aggregate of \$8.1 billion of indebtedness outstanding.

SXL Opco's guarantee of each series of the New ETO Notes will rank equally in right of payment with SXL Opco's existing and future senior unsecured debt, including its senior notes and its guarantees of debt under ETO's revolving credit facility and existing senior notes, and senior in right of payment to any subordinated debt SXL Opco may incur. As of



December 31, 2018, SXL Opco had \$7.6 billion of senior notes outstanding.

Neither ETO nor SXL Opco currently has any secured debt outstanding.

**Table of Contents**

Form and Denomination	The New ETO Notes of each series will be issued in fully registered form in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
DTC Eligibility	The New ETO Notes of each series will be represented by global certificates deposited with, or on behalf of, DTC or its nominee. See Description of the New ETO Notes Book-Entry; Delivery and Form.
Same Day Settlement	Beneficial interests in the New ETO Notes will trade in DTC's same-day funds settlement system until maturity. Therefore, secondary market trading activity in such interests will be settled in immediately available funds.
Listing of the New ETO Notes	We have applied to have the New ETO Notes listed on the NYSE. If the application is approved, we expect trading of the New ETO Notes on the NYSE to begin within 30 days after their original issue date.
Governing Law	The New ETO Notes and the New ETO Indenture will be governed by the laws of the State of New York.
Trustee, Registrar and Paying Agent	U.S. Bank National Association.
Risk Factors	See Risk Factors and other information in this prospectus for a discussion of factors that should be carefully considered by holders of Existing ET Notes before tendering their Existing ET Notes in the Exchange Offers and investing in the New ETO Notes.

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**Table of Contents**

**RISK FACTORS**

*You should carefully consider all of the information in this prospectus and each of the risks described below. Some of the risks relate to not tendering in the Exchange Offers and Consent Solicitations, tendering in the Exchange Offers and Consent Solicitations, the New ETO Notes and ETO's or ET's businesses. Any of the following risks could materially and adversely affect ETO's or ET's businesses, financial condition and results of operations and the actual outcome of matters as to which forward-looking statements are made in or incorporated by reference into this prospectus. While we believe we have identified and discussed below the material risks affecting ETO's and ET's businesses, there may be additional risks and uncertainties that we do not presently know or that we do not currently believe to be material that may adversely affect such businesses, financial condition and results of operations in the future.*

**Risks Relating to the Non-Exchanging Holders of the Existing ET Notes**

***The Exchange Offers and Consent Solicitations are expected to result in reduced liquidity for the Existing ET Notes that are not exchanged.***

The trading market for each series of the Existing ET Notes that are not exchanged could become more limited than the existing trading market for the Existing ET Notes of that series and could cease to exist altogether due to the reduction in the principal amount of such Existing ET Notes outstanding upon consummation of the Exchange Offers and Consent Solicitations. A more limited trading market might adversely affect the liquidity, market price and price volatility of any series of the Existing ET Notes. If a market for any series of Existing ET Notes that are not exchanged exists or develops, such Existing ET Notes may trade at a discount to the price at which they would trade if the principal amount outstanding were not reduced.

There can be no assurance that an active market in any series of the Existing ET Notes will exist, develop or be maintained, or as to the prices at which the Existing ET Notes may trade, whether or not the Exchange Offers and Consent Solicitations are consummated.

***The Proposed Amendments to the Existing ET Indentures will reduce protection to remaining holders of Existing ET Notes.***

If the Proposed Amendments to the Existing ET Indentures are adopted, the covenants and some other terms of the Existing ET Notes will be less restrictive and will afford reduced protection to holders of those securities. The Proposed Amendments to the Existing ET Indentures would, among other things, eliminate certain of the covenants, restrictive provisions and events of default of ET and eliminate the requirement that ET offer to purchase the Existing ET Notes upon the occurrence of certain specified change of control events.

If the Proposed Amendments are adopted, each non-exchanging holder of the applicable series of Existing ET Notes will be bound by the Proposed Amendments even though that holder did not consent to them. The elimination or modification of the covenants and other provisions in the Existing ET Indentures contemplated by the Proposed Amendments would, among other things, permit us to take actions that could increase the credit risk associated with the Existing ET Notes, and might adversely affect the liquidity or market price of the Existing ET Notes or otherwise be adverse to the interests of the holders of the Existing ET Notes. See The Proposed Amendments.

***The Existing ET Notes that are not tendered in the Exchange Offers and Consent Solicitations will be unsecured and will be unsubordinated obligations that will rank equally in right of payment with any of ET's future unsubordinated debt and structurally subordinated to the secured and unsecured debt of ET's subsidiaries,***

*including ETO, that have not guaranteed the Existing ET Notes.*

The Existing ET Notes are the senior unsecured obligations of ET. As such, they will rank equally in right of payment with any future unsubordinated debt of ET. The Existing ET Notes are structurally subordinated to

## **Table of Contents**

the secured and unsecured debt of ET's subsidiaries, including ETO, that have not guaranteed the Existing ET Notes. If the Proposed Amendments to the Existing ET Indentures are adopted, the Existing ET Indentures will no longer require that future ET subsidiaries guarantee the Existing ET Notes. In addition, neither ETO nor its current subsidiaries will have any obligation, contingent or otherwise, to pay amounts due under the Existing ET Notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payments.

### **Risks Relating to the Exchange Offers and Consent Solicitations**

*The consideration to be received in the Exchange Offers and Consent Solicitations does not reflect any valuation of the Existing ET Notes or the New ETO Notes and is subject to market volatility, and none of ETO, ET, any Dealer Manager, the trustees, the Exchange Agent or the Information Agent makes any recommendation that any holder of Existing ET Notes participate in the Exchange Offers and Consent Solicitations.*

We have made no determination that the consideration to be received in the Exchange Offers and Consent Solicitations represents a fair valuation of either the Existing ET Notes or the New ETO Notes. Neither of ETO nor ET has obtained a fairness opinion from any financial advisor about the fairness to ETO, to ET or to you of the consideration to be received by holders of Existing ET Notes who tender their Existing ET Notes.

None of ETO, ET, any Dealer Manager, the New ETO Notes trustee, the Existing ET Notes trustee, the Exchange Agent, the Information Agent or any affiliate of any of them, makes any recommendation as to whether holders of Existing ET Notes should exchange their Existing ET Notes for New ETO Notes in response to the Exchange Offers and Consent Solicitations.

*The Exchange Offers and Consent Solicitations may not be consummated.*

The Exchange Offers and Consent Solicitations are subject to the satisfaction of certain conditions, including that nothing has occurred or may occur that would or might, in ET's or ETO's judgment, be expected to prohibit, prevent, restrict or delay the Exchange Offers and Consent Solicitations or impair ET or ETO from realizing the anticipated benefits of the Exchange Offers and Consent Solicitations. Even if the Exchange Offers and Consent Solicitations are completed, any or all of them may not be completed on the schedule described in this prospectus. Accordingly, holders of Existing ET Notes participating in the Exchange Offers and Consent Solicitations may have to wait longer than expected to receive the Exchange Consideration or the Total Exchange Consideration, as the case may be, during which time those holders of Existing ET Notes will not be able to effect transfers of their Existing ET Notes tendered in the applicable Exchange Offer and Consent Solicitation.

*Late deliveries of Existing ET Notes or any other failure to comply with the terms and conditions of the Exchange Offers and Consent Solicitations could prevent a holder from exchanging its Existing ET Notes. Moreover, if you tender your Existing ET Notes after the applicable Early Tender Deadline, and your Existing ET Notes are accepted for exchange, you will only receive the Exchange Consideration.*

Holders of Existing ET Notes are responsible for complying with all the procedures of the Exchange Offers and Consent Solicitations. The issuance of New ETO Notes in exchange for Existing ET Notes will only occur upon proper completion of the procedures described in this prospectus under Description of the Exchange Offers and Consent Solicitations. Therefore, holders of Existing ET Notes who wish to exchange them for New ETO Notes should allow sufficient time for timely completion of the exchange procedure. Additionally, holders of Existing ET Notes who validly tender their Existing ET Notes after the Early Tender Deadline and whose Existing ET Notes are accepted for exchange will only receive the Exchange Consideration. Neither ETO nor the Exchange Agent is obligated to extend any or all of the Exchange Offers and Consent Solicitations or notify you of any failure to follow

the proper procedures.

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**Table of Contents**

***ET may repurchase any Existing ET Notes that are not tendered in the Exchange Offers on terms that are more favorable to the holders of the Existing ET Notes than the terms of the Exchange Offers.***

ET or its affiliates may, to the extent permitted by applicable law, after the Expiration Deadline of the Exchange Offers, acquire Existing ET Notes that are not tendered and accepted in the Exchange Offers and Consent Solicitations through open market purchases, privately negotiated transactions, tender offers, exchange offers, redemption or otherwise, upon such terms and at such prices as ET or its affiliates may determine, which with respect to the Existing ET Notes may be more or less favorable to holders than the terms of the Exchange Offers. There can be no assurance as to which, if any, of these alternatives or combinations thereof ET or its affiliates may choose to pursue in the future.

***For U.S. federal income tax purposes, the exchange of Existing ET Notes for New ETO Notes is expected to be a taxable transaction, and the adoption of the Proposed Amendments in the case of non-exchanging holders is unclear.***

We intend to take the position that the exchange of Existing ET Notes for New ETO Notes pursuant to the Exchange Offers will be a taxable transaction, in which a U.S. Holder (as defined in Material U.S. Federal Income Tax Consequences ) would recognize gain or loss, as described in Material U.S. Federal Income Tax Consequences Tax Consequences to Tendering U.S. Holders General Consequences of the Exchange Officers. In addition, though not free from doubt, we intend to take the position that the adoption of the Proposed Amendments will not cause any Existing ET Notes not tendered to be deemed exchanged, and, as a result, will not result in a taxable event for non-exchanging holders pursuant to the Exchange Offers and the Consent Solicitations. However, there are significant uncertainties related to these issues, and the Internal Revenue Service may disagree with some or all of the foregoing positions. Please read Material U.S. Federal Income Tax Consequences for further discussion.

**Risks Relating to the New ETO Notes**

***Each series of the New ETO Notes and the guarantee thereof will be effectively subordinated to any secured debt of ETO or SXL Opco, and, in the event of our bankruptcy or liquidation, holders of the New ETO Notes will be paid from any assets remaining after payments to any holders of any secured debt ETO or SXL Opco may have. In addition, each series of the New ETO Notes will be structurally subordinated to any debt of ETO's non-guarantor subsidiaries.***

Each series of the New ETO Notes and the guarantee thereof will be ETO's and SXL Opco's general unsecured senior obligations, and effectively subordinated to any secured debt that ETO or SXL Opco may have, to the extent of the value of the assets securing that debt. The New ETO Indenture will permit ETO and SXL Opco to incur secured debt provided certain conditions are met. If ETO is declared bankrupt or insolvent, or is liquidated, the holders of ETO's secured debt will be entitled to be paid from ETO's assets securing their debt before any payment may be made with respect to the New ETO Notes. If any of the preceding events occur, ETO may not have sufficient assets to pay amounts due on its secured debt and the New ETO Notes.

Although SXL Opco will initially guarantee the New ETO Notes, in the future the guarantees of SXL Opco may be released under certain circumstances. Further, none of ETO's other subsidiaries will guarantee the New ETO Notes initially, and as a result, each series of the New ETO Notes will be structurally subordinated to the claims of all creditors, including unsecured indebtedness, trade creditors and tort claimants, of those subsidiaries. In the event of the insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up of the business of any of ETO's subsidiaries (except for SXL Opco), creditors of such subsidiaries would generally have the right to be paid in full before any distribution is made to ETO or the holders of the New ETO Notes. As of December 31, 2018, after giving effect to the Senior Notes Offering and the use of proceeds therefrom, ETO's subsidiaries (other than SXL Opco)

would have had an aggregate of \$8.1 billion of indebtedness outstanding.



**Table of Contents**

***ETO does not have the same flexibility as other types of organizations to accumulate cash, which may limit cash available to service the New ETO Notes or to repay them at maturity.***

ETO's partnership agreement requires ETO to distribute, on a quarterly basis, 100% of its available cash to its unitholders of record within 45 days following the end of every quarter.

Available cash with respect to any quarter is generally all of ETO's cash on hand at the end of such quarter, less cash reserves for certain purposes. ETP Managing GP will determine the amount and timing of such distributions and has broad discretion to establish and make additions to ETO's reserves or the reserves of its operating subsidiaries as it determines are necessary or appropriate. As a result, ETO does not have the same flexibility as corporations or other entities that do not pay dividends or that have complete flexibility regarding the amounts they will distribute to their equity holders. Although ETO's payment obligations to its partners are subordinate to ETO's payment obligations to holders of New ETO Notes, the timing and amount of ETO's quarterly distributions to its partners could significantly reduce the cash available to pay the principal, premium (if any) and interest on the New ETO Notes.

***The terms of the New ETO Notes do not require us to offer to repurchase the New ETO Notes upon a change of control transaction.***

The terms of the New ETO Notes will not require us to offer to repurchase the New ETO Notes upon a change of control transaction. Accordingly, holders will not have the right to require us to repurchase the New ETO Notes if we enter into transactions that result in a change of control of our company and a decrease in the ratings of the New ETO Notes. The Existing ET Notes provide such rights to holders of those obligations. In addition, if the Proposed Amendments are effected, ET will no longer be required to purchase any of the Existing ET Notes in the event of a change of control.

***A court may use fraudulent conveyance considerations to avoid or subordinate the SXL Opco guarantees.***

Various applicable fraudulent conveyance laws have been enacted for the protection of creditors. A court may use fraudulent conveyance laws to subordinate or avoid SXL Opco's guarantees of the New ETO Notes. It is also possible that under certain circumstances a court could hold that the direct obligations of SXL Opco could be superior to the obligations under its guarantees of the New ETO Notes.

A court could avoid or subordinate SXL Opco's guarantees of the New ETO Notes in favor of its other debts or liabilities to the extent that the court determined either of the following were true at the time SXL Opco issued the guarantees:

that SXL Opco incurred the guarantees with the intent to hinder, delay or defraud any of its present or future creditors or that SXL Opco contemplated insolvency with a design to favor one or more creditors to the total or partial exclusion of others; or

that SXL Opco did not receive fair consideration or reasonably equivalent value for issuing the guarantees and, at the time it issued the guarantees, that SXL Opco (i) was insolvent or rendered insolvent by reason of the issuance of the guarantees, (ii) was engaged or about to engage in a business or transaction for which the remaining assets of SXL Opco constituted unreasonably small capital or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured.

The measure of insolvency for purposes of the foregoing will vary depending upon the law of the relevant jurisdiction. Generally, however, an entity would be considered insolvent for purposes of the foregoing if the sum of its debts, including contingent liabilities, were greater than the fair saleable value of all of its assets at a fair valuation, or if the present fair saleable value of its assets were less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and

**Table of Contents**

matured. Among other things, a legal challenge of SXL Opco's guarantees of the New ETO Notes on fraudulent conveyance grounds may focus on the benefits, if any, realized by SXL Opco as a result of our issuance of the New ETO Notes. To the extent SXL Opco's guarantees of the New ETO Notes are avoided as a result of fraudulent conveyance or held unenforceable for any other reason, the note holders would cease to have any claim in respect of the applicable guarantee and the New ETO Notes would be structurally subordinated to all liabilities of SXL Opco. The New ETO Indenture will contain a savings clause, which limits the liability of SXL Opco on its guarantees to the maximum amount that SXL Opco can incur without risk that its guarantees will be subject to avoidance as a fraudulent transfer. We cannot assure you that this limitation will protect such guarantees from fraudulent transfer challenges or, if it does, that the remaining amount due and collectible under the guarantees would suffice, if necessary, to pay the applicable series of the New ETO Notes in full when due.

***The New ETO Notes have no established trading market or history, and liquidity of trading markets for the New ETO Notes may be limited.***

Each series of the New ETO Notes will constitute a new issue of securities with no established trading market. ETO has applied to have the New ETO Notes listed on the NYSE. If the application is approved, we expect trading of the New ETO Notes on the NYSE to begin within 30 days after their original issue date. Currently, there is no public market for the New ETO Notes, and therefore, there can be no assurance as to the liquidity of markets that may develop for the New ETO Notes, the ability of noteholders to sell their New ETO Notes or the prices at which New ETO Notes could be sold. The New ETO Notes may trade at prices that are lower than their respective initial offering price depending on many factors, including prevailing interest rates and the markets for similar securities. The liquidity of trading markets for the New ETO Notes may also be adversely affected by general declines or disruptions in the markets for debt securities. Those market declines or disruptions could adversely affect the liquidity of and market for the New ETO Notes independent of our financial performance or prospects.

***We may choose to redeem any series of New ETO Notes prior to maturity.***

We may redeem some or all of the New ETO Notes of any series at any time. See "Description of the New ETO Notes" Optional Redemption. If prevailing interest rates are lower at the time of redemption, you may not be able to reinvest the redemption proceeds in a comparable security at an interest rate as high as the interest rate of the New ETO Notes being redeemed.

***Some or all of the New ETO Notes received in exchange for Existing ET Notes may be treated as issued with original issue discount for U.S. federal income tax purposes.***

If, for U.S. federal income tax purposes, the stated redemption price at maturity of a New ETO Note exceeds the issue price of such New ETO Note by an amount equal to or greater than a statutorily defined de minimis amount, the excess would be treated as original issue discount, which would be includible in income by a holder as it accrues (regardless of the holder's regular method of tax accounting) using a constant yield method under the accrual rules for original issue discount. Such accrual could result in the inclusion of income by a holder, for U.S. federal income tax purposes, in advance of the receipt of cash payments to which such income is attributable. Holders should consult their tax advisors regarding the potential implications of the rules regarding original issue discount. For more discussion, see "Material U.S. Federal Income Tax Consequences."

**Risks Relating to ETO's Business**

You should read and consider risk factors specific to ETO's business. These risks are described in Part I, Item 1A of ETO's Annual Report on Form 10-K for the year ended December 31, 2018 and in other documents that are

incorporated by reference herein.

**Risks Relating to ET's Business**

You should read and consider risk factors specific to ET's business. These risks are described in Part I, Item 1A of ET's Annual Report on Form 10-K for the year ended December 31, 2018 and in other documents that are incorporated by reference herein.

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**Table of Contents****DESCRIPTION OF THE EXCHANGE OFFERS AND CONSENT SOLICITATIONS****The Exchange Offers**

ETO is offering holders of each series of Existing ET Notes the opportunity to exchange any and all of their Existing ET Notes for New ETO Notes, upon the terms and subject to the conditions set forth in this prospectus. Holders of Existing ET Notes will be eligible to receive the applicable Total Exchange Consideration set forth under Total Exchange Consideration below for Existing ET Notes validly tendered at or before the Early Tender Deadline and not validly withdrawn. For Existing ET Notes validly tendered after the Early Tender Deadline and before the Expiration Deadline, holders of Existing ET Notes will be eligible to receive the Exchange Consideration set forth under

Exchange Consideration below. The applicable Total Exchange Consideration includes an Early Tender Premium in an amount set forth under Early Tender Premium below. In addition, each series of New ETO Notes will accrue interest from (and including) the most recent date on which interest has been paid on the corresponding series of Existing ET Notes accepted in the Exchange Offers and Consent Solicitations; provided, that interest will only accrue with respect to the aggregate principal amount of New ETO Notes a holder of Existing ET Notes receives, which will be less than the principal amount of Existing ET Notes tendered for exchange if such holder tenders its Existing ET Notes after the Early Tender Deadline. Except as set forth above, no accrued but unpaid interest will be paid with respect to Existing ET Notes tendered for exchange.

The New ETO Notes will only be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No tender of Existing ET Notes will be accepted if it results in the issuance of less than \$2,000 principal amount of New ETO Notes, and no alternative, conditional or contingent tenders will be accepted. Holders who do not tender all of their Existing ET Notes should ensure that they retain a principal amount of Existing ET Notes amounting to at least the minimum denomination equal to \$2,000. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of any series of New ETO Notes that is not equal to \$2,000 or an integral multiple of \$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of the principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date.

**The Consent Solicitations**

Concurrently with the Exchange Offers, upon the terms and subject to the conditions set forth in this prospectus, ETO is soliciting consents from the holders of the Existing ET Notes to amend the Existing ET Indentures to remove certain of the covenants, restrictive provisions and events of default. The Proposed Amendments are described in more detail under The Proposed Amendments. The consent of the holders of a majority of the aggregate principal amount of the Existing ET Notes outstanding will be required in order to effectuate the Proposed Amendments to each of the Existing ET Indentures. If the Proposed Amendments are approved with respect to the Existing ET Indentures and effected, they will be binding on all holders of the related Existing ET Notes, including those who do not deliver their consent to the Proposed Amendments and do not tender their Existing ET Notes in the Exchange Offers. If for any reason an Exchange Offer is not completed, the Proposed Amendments to the corresponding Existing ET Indenture for that series will not become operative with respect to the related Existing ET Notes and the related Existing ET Notes will be subject to the same terms and conditions as existed before the Exchange Offers were made. You may not deliver a consent in the Consent Solicitation without tendering Existing ET Notes in the applicable Exchange Offer. If you tender Existing ET Notes in an Exchange Offer, you will be deemed to deliver your consent, with respect to the principal amount of such tendered Existing ET Notes, to the Proposed Amendments.



**Table of Contents**

Tendered Existing ET Notes may be withdrawn at any time before the Expiration Deadline. Consents to the applicable Proposed Amendments may only be revoked by validly withdrawing the tendered Existing ET Notes prior to the Early Tender Deadline, but may not be revoked after the Early Tender Deadline even if holders validly withdraw tenders of any particular series of Existing ET Notes. Consents given in connection with the tender of any Existing ET Notes cannot be revoked without withdrawing the Existing ET Notes, and tendered Existing ET Notes cannot be withdrawn prior to the Early Tender Deadline without also revoking the consent related to those Existing ET Notes. Receipt of the requisite consents in advance of the Expiration Deadline of the Exchange Offers will not result in any change in the terms of such Exchange Offers, provided that holders of Existing ET Notes will not be able to revoke their consents after the Early Tender Deadline.

The Proposed Amendments to the Existing ET Indentures constitute a single proposal and a consenting and tendering holder must consent to the adoption of the Proposed Amendments in their entirety and may not consent selectively with respect to certain Proposed Amendments.

**Early Tender Premium**

For each \$1,000 principal amount of Existing ET Notes validly tendered at or before the Early Tender Deadline and not validly withdrawn, holders of Existing ET Notes will be eligible to receive the applicable Total Exchange Consideration set out in the table below, which includes the Early Tender Premium. For each \$1,000 principal amount of Existing ET Notes validly tendered after the Early Tender Deadline but prior to the Expiration Deadline, holders of Existing ET Notes will be eligible to receive only the Exchange Consideration set out in the table below, which does not include the Early Tender Premium.

The following table sets forth the Exchange Consideration, Early Tender Premium and Total Exchange Consideration for Existing ET Notes for which the New ETO Notes are being offered:

Title of Series of Existing ET Notes/CUSIP Number(s)	Aggregate Principal Amount Outstanding	Series of Notes to be Issued by ETO	Exchange	Early Tender	Total
			Consideration (Principal Amount of New ETO Notes)	Premium (Principal Amount of New ETO Notes)	Exchange Consideration <sup>(2)</sup> (Principal Amount of New ETO Notes)
7.500% Senior Notes due 2020 (the Existing ET 2020 Notes ) / 29273VAC4	\$ 1,187,032,000	7.500% Notes due 2020 (the New ETO 2020 Notes )	\$ 970	\$ 30	\$ 1,000
4.250% Senior Notes due 2023 (the Existing ET 2023 Notes ) / 29273VAG5	\$ 1,000,000,000	4.250% Notes due 2023 (the New ETO 2023 Notes )	\$ 970	\$ 30	\$ 1,000
5.875% Senior Notes due 2024 (the Existing ET 2024 Notes ) / 29273VAD2 / 29273VAE0	\$ 1,150,000,000	5.875% Notes due 2024 (the New ETO 2024 Notes )	\$ 970	\$ 30	\$ 1,000
5.500% Senior Notes due 2027 (the Existing ET 2027 Notes ) / 29273VAF7	\$ 1,000,000,000	5.500% Notes due 2027 (the New ETO 2027 Notes )	\$ 970	\$ 30	\$ 1,000

(1) For each \$1,000 principal amount of Existing ET Notes accepted for exchange.

(2) Includes Early Tender Premium.

**Exchange Consideration**

The Exchange Consideration for each \$1,000 principal amount of Existing ET Notes tendered after the Early Tender Deadline and before the Expiration Deadline will equal \$970 principal amount of New ETO Notes of the applicable series (plus cash in respect of any fractional portion of New ETO Notes and accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date).



**Table of Contents**

**Total Exchange Consideration**

The applicable Total Exchange Consideration for each \$1,000 principal amount of Existing ET Notes tendered at or before the Early Tender Deadline will equal \$1,000 principal amount of New ETO Notes of the applicable series (plus cash in respect of any fractional portion of New ETO Notes).

**Early Tender Deadline; Expiration Deadline; Extensions; Amendments; Termination**

The Early Tender Deadline is 5:00 p.m., New York City time, on March 8, 2019, as extended to 11:59 p.m., New York City time, on March 22, 2019 solely with respect to receipt of the Early Tender Premium, and subject to ETO's right to extend that time and date in ETO's sole discretion (which right is subject to applicable law), in which case the Early Tender Deadline means the latest time and date to which the Early Tender Deadline is extended. The Expiration Deadline is 11:59 p.m., New York City time, on March 22, 2019, subject to ETO's right to extend that time and date (which right is subject to applicable law) in ETO's sole discretion (which right is subject to applicable law), in which case the Expiration Deadline means the latest time and date to which the Exchange Offers and Consent Solicitations are extended. To extend the Expiration Deadline, ETO will notify the Exchange Agent and will make a public announcement thereof before 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Deadline. The public announcement will include the approximate principal amount of the Existing ET Notes that had been validly tendered and not validly withdrawn. During any extension of the Early Tender Deadline or the Expiration Deadline, all Existing ET Notes previously tendered in an extended Exchange Offer will remain subject to such Exchange Offer and may be accepted for exchange by ETO.

Subject to applicable law, ETO expressly reserves the right, in its sole discretion and with respect to any of the Exchange Offers, to:

delay accepting any Existing ET Notes, to extend the Exchange Offer or to terminate the Exchange Offer and not accept any Existing ET Notes;

extend the Early Tender Deadline without extending the Expiration Deadline;

terminate the Exchange Offer and return all tendered Existing ET Notes to the respective tendering holders; and

amend, modify or waive in part or whole, at any time, or from time to time, the terms of the Exchange Offer in any respect, including waiver of any conditions to consummation of the Exchange Offer (except the condition that the registration statement of which this prospectus forms a part has been declared effective by the SEC).

Any such delay, extension, termination, amendment, modification or waiver with respect to any and all of the Exchange Offers by ETO will automatically delay, extend, terminate, amend, modify or waive conditions precedent to the corresponding Consent Solicitation, as applicable.

If ETO exercises any such right, it will give written notice thereof to the Exchange Agent and will make a public announcement thereof as promptly as practicable. Without limiting the manner in which ETO may choose to make a

public announcement of any extension, amendment or termination of any or all of the Exchange Offers and Consent Solicitations, ETO will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. The minimum period during which any of the Exchange Offers and Consent Solicitations will remain open following material changes in the terms of such Exchange Offer and Consent Solicitation or in the information concerning such Exchange Offer and Consent Solicitation will depend upon the facts and circumstances of such change, including the relative materiality of the changes. In accordance with Rule 14e-1 under the Exchange Act, if ETO elects to change the consideration offered or the percentage of Existing ET Notes sought (subject to a two percent de minimis exception), the applicable Exchange Offer and Consent Solicitation will remain open for a minimum ten business-day period following the date that the notice of such change is first published or sent to holders of Existing ET Notes. If the

## **Table of Contents**

terms of either or both of the Exchange Offers and Consent Solicitations are amended in a manner determined by ETO to constitute a material change adversely affecting any holder of Existing ET Notes, ETO will promptly disclose any such amendment in a manner reasonably calculated to inform holders of Existing Notes of such amendment, and ETO will extend such Exchange Offer and Consent Solicitation for a time period that it deems appropriate, depending upon the significance of the amendment and the manner of disclosure to holders of Existing ET Notes, if such Exchange Offer and Consent Solicitation would otherwise expire during such time period.

## **Settlement Date**

The Settlement Date is expected to be the business day after the Expiration Deadline. ETO will not be obligated to deliver New ETO Notes or pay any cash amounts unless the applicable Exchange Offer and Consent Solicitation is consummated.

## **Conditions to the Exchange Offers and Consent Solicitations**

Notwithstanding any other provisions of the Exchange Offers and Consent Solicitations, or any extension of the Exchange Offers and Consent Solicitations, (1) ETO will not be required to accept any Existing ET Notes, issue New ETO Notes or pay any cash amounts, and may in its sole discretion and with respect to any or all of the Exchange Offers, terminate the Exchange Offers, or, at ETO's option, modify, extend or otherwise amend the Exchange Offers, and (2) ET will not be required to enter into any amendment to the Existing ET Indentures, in each case, if any of the following conditions have not been satisfied or waived prior to the Expiration Deadline:

the registration statement of which this prospectus forms a part has been declared effective by the SEC;

no action or event shall have occurred, been threatened, or may occur, and no statute, rule, regulation, judgment, order, stay, decree or injunction shall have been issued, promulgated, enacted, entered, enforced or deemed to be applicable to the Exchange Offers, the exchange of Existing ET Notes for New ETO Notes under the Exchange Offers or the Consent Solicitations by or before any court or governmental regulatory or administrative agency, authority, instrumentality or tribunal, including, without limitation, taxing authorities, that either:

challenges the making of the Exchange Offers, the exchange of Existing ET Notes for New ETO Notes under the Exchange Offers or the Consent Solicitations or might, directly or indirectly, be expected to prohibit, prevent, restrict or delay consummation of, or might otherwise adversely affect in any manner, the Exchange Offers, the exchange of Existing ET Notes for New ETO Notes under the Exchange Offers or the Consent Solicitations; or

in ETO's reasonable judgment, could materially adversely affect ETO's, ET's or each of their respective subsidiaries' business, condition (financial or otherwise), income, operations, properties, assets, liabilities or prospects or impair the contemplated benefits to ETO and ET of the Exchange Offers, the exchange of Existing ET Notes for New ETO Notes under the Exchange Offers or the Consent Solicitations;

there shall not have occurred (a) any general suspension of or limitation on trading in securities in the United States securities or financial markets, whether or not mandatory, (b) any material adverse change in the price of the Existing ET Notes, (c) a material impairment in the general trading market for debt securities in the United States, (d) a declaration of a banking moratorium or any suspension of payments in respect of banks by federal or state authorities in the United States, whether or not mandatory, (e) a material escalation or commencement of a war, armed hostilities, a terrorist act or other national or international calamity directly or indirectly relating to the United States, if the effect of any such event, in ETO's reasonable judgment, makes it impracticable or inadvisable to proceed with the Exchange Offers or Consent Solicitations, (f) any limitation, whether or not mandatory, by any governmental authority on, or other event in ETO's reasonable judgment, having a reasonable

**Table of Contents**

likelihood of affecting, the extension of credit by banks or other lending institutions in the United States, (g) any material adverse change in the securities or financial markets in the United States generally or (h) in the case of any of the foregoing existing at the time of the commencement of the Exchange Offers or Consent Solicitations, a material acceleration or worsening thereof;

the Existing ET Notes trustee, with respect to the Existing ET Indentures, shall not have been directed by any holders of Existing ET Notes to object in any respect to, or take any action that could, in ETO's reasonable judgment, adversely affect the consummation of the Exchange Offers or the exchange of Existing ET Notes for New ETO Notes under the Exchange Offers or the ability to effect the Proposed Amendments, nor shall the Existing ET Notes trustee have taken any action that challenges the validity or effectiveness of the procedures used by ETO in making the Exchange Offers or the exchange of Existing ET Notes for New ETO Notes under the Exchange Offers;

ET shall have received the required consents for the Proposed Amendments, as described above under Description of the Exchange Offers and Consent Solicitations The Consent Solicitations ; or

the Existing ET Notes trustee shall have executed and delivered one or more supplemental indentures relating to the Proposed Amendments and not objected in any respect to, or taken any action that could in ETO's reasonable judgment adversely affect the Consent Solicitations or our ability to effect the Proposed Amendments, nor shall such trustee have taken any action that challenges the validity or effectiveness of the procedures used to solicit consents (including the form thereof).

Additionally, each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offers and Consent Solicitations, although ETO may waive such condition at any time with respect to an Exchange Offer. Any waiver of a condition by ETO with respect to an Exchange Offer will automatically waive such condition with respect to the corresponding Consent Solicitation, as applicable.

The foregoing conditions are for the sole benefit of ETO and may be waived by ETO, in whole or in part, in its sole discretion, subject to applicable law, prior to the Expiration Deadline. Any determination made by ETO concerning an event, development or circumstance described or referred to above will be conclusive and binding.

If any of the foregoing conditions are not satisfied, ETO may, in its sole discretion and with respect to any or all of the Exchange Offers, at any time prior to, or on, as applicable, the Expiration Deadline:

terminate the Exchange Offers and return all tendered Existing ET Notes to the respective tendering holders;

modify, extend or otherwise amend the Exchange Offers and retain all tendered Existing ET Notes until the Expiration Deadline, as extended, subject, however, to any withdrawal rights of holders;

accept all Existing ET Notes tendered and not previously validly withdrawn, but not waive the unsatisfied conditions with respect to the Exchange Offers, which would automatically waive such conditions with respect to the Consent Solicitations, or adopt the Proposed Amendments; or

waive the unsatisfied conditions with respect to the Exchange Offers and accept all Existing ET Notes tendered and not previously validly withdrawn.

In addition, ETO may amend the terms of any Exchange Offer without amending the terms of any other Exchange Offer. ETO may complete any Exchange Offer even if valid consents sufficient to effect the Proposed Amendments to the corresponding Existing ET Indenture are not received. Any such amendment, termination, modification, extension or waiver with respect to any and all of the Exchange Offers by ETO will automatically amend, terminate, modify, extend or waive conditions precedent to the corresponding Consent Solicitation, as applicable.

In addition, subject to applicable law, ETO may in its absolute discretion terminate any or all of the Exchange Offers for any other reason or for no reason.

**Table of Contents**

**Treatment of Existing ET Notes Not Tendered in the Exchange Offers and Consent Solicitations**

Existing ET Notes of any series that are not tendered or that are tendered but not accepted will remain outstanding and will continue to be subject to their existing terms immediately following the completion of the corresponding Exchange Offer. However, if the Consent Solicitation with respect to a series of Existing ET Notes is consummated and the Proposed Amendments to the corresponding Existing ET Indenture are adopted, the amendments will also apply to all Existing ET Notes of such series not acquired in the applicable Exchange Offer, and those Existing ET Notes will no longer have the benefit of the protection of the covenants, restrictive provisions and events of default eliminated by the Proposed Amendments. From time to time before or after the Expiration Deadline, ET or its affiliates may acquire any Existing ET Notes of any series that are not tendered and accepted in the corresponding Exchange Offer and Consent Solicitation through open market purchases, privately negotiated transactions, tender offers, exchange offers, redemption or otherwise, upon such terms and at such prices as ET may determine (or as may be provided for in the Existing ET Indenture governing the applicable series of Existing ET Notes), which with respect to the applicable series of Existing ET Notes may be more or less than the consideration to be received by participating holders of Existing ET Notes in the Exchange Offers and Consent Solicitations and, in any case, could be for cash or other consideration. There can be no assurance as to which, if any, of these alternatives or combinations thereof ET or its affiliates may choose to pursue in the future. See Risk Factors.

**Effect of Tender**

Any tender by a holder of Existing ET Notes, and ETO's subsequent acceptance of that tender, of Existing ET Notes will constitute a binding agreement between that holder and ETO upon the terms and subject to the conditions of the Exchange Offers and Consent Solicitations described in this prospectus. The participation in the Exchange Offers and Consent Solicitations by a tendering holder of Existing ET Notes will constitute the agreement by that holder to deliver good and marketable title to the tendered Existing ET Notes, free and clear of any and all liens, restrictions, charges, pledges, security interests, encumbrances or rights of any kind of third parties and an automatic consent to the Proposed Amendments to the Existing ET Indentures, as described under The Proposed Amendments.

**Representations, Warranties and Covenants of Holders of Existing ET Notes**

By tendering Existing ET Notes in accordance with the terms of and subject to the conditions set forth in this prospectus, a holder of Existing ET Notes, or the beneficial holder