

SUNOCO LOGISTICS PARTNERS L.P.

Form 8-K

January 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of report: January 27, 2012**

**(Date of earliest event reported): January 26, 2012**

**SUNOCO LOGISTICS PARTNERS L.P.**

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

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(State or other jurisdiction

(Commission

(IRS employer

of incorporation)

file number)

identification number)

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

(Address of principal executive offices)

**(215) 977-3000**

**19103-7583**

(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On January 26, 2012, Sunoco Logistics Partners L.P. (the Partnership) issued a press release announcing its financial results for the fourth quarter 2011. A Form 8-K was filed on January 26, 2012. A copy of the press release was attached and was incorporated by reference therein.

**Item 7.01. Regulation FD Disclosure.**

On January 26, 2012, the Partnership issued a press release announcing its financial results for the fourth quarter 2011. Additional information concerning the Partnership's fourth quarter earnings was presented in a slide presentation to investors during a teleconference on January 26, 2012. A copy of the slide presentation is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Items 2.02, 7.01, 8.01 and 9.01 related thereto, of Form 8-K, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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

(d) Exhibits

**Exhibit**

**No. Exhibit**

**99.1 Slide presentation given January 26, 2012 during investor teleconference.**

**Forward-Looking Statements**

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

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SUNOCO LOGISTICS PARTNERS LP.**

**By: Sunoco Partners LLC,  
its General Partner**

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

**Controller**

**January 27, 2012**

**Philadelphia, PA**

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Exhibit</b>  |
|------------------------|---|
| 99.1                   | Slide presentation given January 26, 2012 during investor teleconference. |