
**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 (Date of earliest event reported): October 4, 2016 (September 29, 2016)

SUNOCO LOGISTICS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-31219
(Commission
File Number)

23-3096839
(IRS Employer
Identification No.)

3807 West Chester Pike
Newtown Square, PA 19073
(Address of principal executive office) (Zip Code)

(866) 248-4344
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing 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))
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Item 8.01 Other Events.

On September 26, 2016, Sunoco Logistics Partners L.P. (the “Partnership”) entered into an underwriting agreement (the “Underwriting Agreement”) with Barclays Capital Inc., as sole underwriter (the “Underwriter”), pursuant to which the Partnership issued and sold 21,000,000 common units representing limited partner interests in the Partnership (“Common Units”) in an underwritten public offering, which the Partnership previously announced in its Current Report on Form 8-K filed on September 30, 2016. Pursuant to the Underwriting Agreement, the Partnership granted the Underwriter a 30-day option to purchase up to 3,150,000 additional Common Units (the “Over-allotment Option”).

On September 29, 2016, the Underwriter exercised the Over-allotment Option in full. The Common Units to be issued pursuant to the Over-allotment Option were registered under the Securities Act of 1933, as amended, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-206301). In connection with the issuance of the Common Units pursuant to the Over-allotment Option, the Partnership hereby files the attached legal opinions of Vinson & Elkins L.L.P. as Exhibits 5.1 and 8.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Vinson & Elkins L.L.P.
8.1	Opinion of Vinson & Elkins L.L.P. regarding tax matters.

SIGNATURES

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 L.P.

By: Sunoco Partners LLC, its General Partner

By: /s/ Peter J. Gvazdauskas

Name: Peter J. Gvazdauskas

Title: Chief Financial Officer and Treasurer

Date: October 4, 2016
Newtown Square, PA

EXHIBIT INDEX

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October 4, 2016

Sunoco Logistics Partners L.P.
3807 West Chester Pike
Newtown Square, PA 19073

Ladies and Gentlemen:

We have acted as counsel to Sunoco Logistics Partners L.P., a Delaware limited partnership (the "**Partnership**"), in connection with (i) the offer and sale (the "**Offering**") by the Partnership of 3,150,000 common units representing limited partner interests in the Partnership (the "**Common Units**") pursuant to an Underwriting Agreement, dated as of September 26, 2016 (the "**Underwriting Agreement**"), between Barclays Capital Inc. (the "**Underwriter**") and the Partnership; (ii) the filing of the Partnership's shelf registration statement on Form S-3 (Registration No. 333-206301) as filed with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Act**"), on August 11, 2015, relating to the public offering of an indeterminate aggregate offering price of Common Units and other securities of the Partnership pursuant to Rule 415 of the Securities Act, which automatically became effective upon filing, including the information, if any, deemed pursuant to Rule 430A, 430B or 430C under the Act to be part of the registration statement at the time of its filing, as amended (the "**Registration Statement**"); (iii) the filing with the SEC of the Partnership's preliminary prospectus supplement, dated September 26, 2016, and the base prospectus included in the Registration Statement at the time of its filing that omits Rule 430 information, in the form filed with the SEC on September 26, 2016 pursuant to Rule 424(b)(5) under the Act and accepted by the SEC with a filing date of September 26, 2016 (the "**Preliminary Prospectus**"); and (iv) the filing with the SEC of the Partnership's final prospectus supplement, dated September 26, 2016, and the base prospectus included in the Registration Statement at the time of its filing that omits Rule 430 information, in the form filed with the SEC on September 28, 2016 pursuant to Rule 424(b)(5) under the Act and accepted by the SEC with a filing date of September 28, 2016 (the "**Prospectus**").

In rendering the opinion set forth below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Underwriting Agreement, (ii) the Registration Statement, (iii) the Preliminary Prospectus, (iv) the Prospectus, (v) the Partnership's Third Amended and Restated Agreement of Limited Partnership, as amended (the "**Partnership Agreement**"), (vi) the resolutions of the Board of Directors of Sunoco Partners LLC, a Pennsylvania limited liability company and the general partner of the Partnership (the "**General Partner**"), and the committees thereof, relating to the Offering and (vii) such other certificates, statutes and other instruments and documents as we considered appropriate for purposes of the opinion hereafter expressed.

Vinson & Elkins LLP Attorneys at Law
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In connection with rendering the opinion set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; (iv) the Underwriting Agreement has been duly authorized and validly executed and delivered by the Underwriter and constitutes a legal, valid and binding obligation of the Underwriter, and that the Underwriter has the requisite organizational and legal power and authority to perform its obligations under the Underwriting Agreement and (v) all Common Units will be issued and sold in the manner described in the Prospectus and the Prospectus Supplement, and in accordance with the terms of the Underwriting Agreement.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that when the Common Units have been issued and delivered in accordance with the terms of the Underwriting Agreement and upon payment of the consideration therefor provided for therein, such Common Units will be validly issued, fully paid (to the extent required under the Partnership Agreement) and nonassessable.

The opinion expressed is limited in all respects to the Delaware Revised Uniform Limited Partnership Act, the Delaware Limited Liability Company Act (including, in each case, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws), the laws of the State of New York and the federal laws of the United States of America, and we are expressing no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign.

We hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the Current Report on Form 8-K of the Partnership dated on or about the date hereof, to the incorporation by reference of this opinion of counsel into the Registration Statement and to the reference to our firm under the heading "Legal" in the Preliminary Prospectus and the Prospectus. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC issued thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

Vinson&Elkins

October 4, 2016

Sunoco Logistics Partners L.P.
3807 West Chester Pike
Newtown Square, PA 19073

RE: Sunoco Logistics Partners L.P. Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for Sunoco Logistics Partners L.P. (the "**Partnership**"), a Delaware limited partnership, with respect to certain legal matters in connection with the offer and sale by the Partnership of common units representing limited partner interests in the Partnership. We have also participated in the preparation of a Prospectus Supplement dated September 26, 2016 (the "**Prospectus Supplement**") and a Prospectus dated August 11, 2015 (the "**Prospectus**"), each forming part of the Registration Statement on Form S-3, (the "**Registration Statement**"). The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "**Securities Act**") of the offer and sale from time to time by the Partnership, pursuant to Rule 415 of the Securities Act, of common units representing limited partner interests in the Partnership.

This opinion is based on various facts and assumptions, and is conditioned upon certain representations made by the Partnership as to factual matters through a certificate of an officer of the Partnership (the "**Officer's Certificate**"). In addition, this opinion is based upon the factual representations of the Partnership concerning its business, properties and governing documents as set forth in the Registration Statement.

In our capacity as counsel to the Partnership, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and other instruments, as we have deemed necessary or appropriate for purposes of this opinion. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures thereon, the legal capacity of natural persons executing such documents and the conformity to authentic original documents of all documents submitted to us as copies. For the purpose of our opinion, we have not made an independent investigation or audit of the facts set forth in the above-referenced documents or in the Officer's Certificate. In addition, in rendering this opinion we have assumed the truth and accuracy of all representations and statements made to us which are qualified as to knowledge or belief, without regard to such qualification.

We hereby confirm that all statements of legal conclusions contained in the discussion in the Prospectus under the caption "Material U.S. Federal Income Tax Consequences," as updated by the discussion in the Prospectus Supplement under the caption "Material U.S. Federal Income Tax Considerations," constitute the opinion of Vinson & Elkins L.L.P. with respect to the matters set forth therein as of the effective date of the Registration Statement, subject to the assumptions, qualifications, and limitations set forth therein. This opinion is based on various statutory provisions, regulations promulgated thereunder and interpretations thereof by the Internal Revenue Service and the courts having jurisdiction over such matters, all of which are subject to change either prospectively or retroactively. Also, any variation or difference in the facts from those set forth in the representations described above, including in the Registration Statement and the Officer's Certificate, may affect the conclusions stated herein.

Vinson & Elkins LLP Attorneys at Law
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No opinion is expressed as to any matter not discussed in the Prospectus under the caption "Material U.S. Federal Income Tax Consequences" or in the Prospectus Supplement under the caption "Material U.S. Federal Income Tax Considerations." We are opining herein only as to the federal income tax matters described above, and we express no opinion with respect to the applicability to, or the effect on, any transaction of other federal laws, foreign laws, the laws of any state or any other jurisdiction or as to any matters of municipal law or the laws of any other local agencies within any state.

This opinion is rendered to you as of the effective date of the Registration Statement, and we undertake no obligation to update this opinion subsequent to the date hereof. This opinion is furnished to you and may be relied on by you in connection with the transactions set forth in the Registration Statement. In addition, this opinion may be relied on by persons entitled to rely on it pursuant to applicable provisions of federal securities law, including persons purchasing common units pursuant to the Registration Statement. However, this opinion may not be relied upon for any other purpose or furnished to, assigned to, quoted to or relied upon by any other person, firm or other entity, for any purpose, without our prior written consent.

We hereby consent to the filing of this opinion of counsel as Exhibit 8.1 to the Current Report on Form 8-K of the Partnership dated on or about the date hereof, to the incorporation by reference of this opinion of counsel into the Registration Statement and to the reference to our firm in the Prospectus and the Prospectus Supplement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

Vinson & Elkins L.L.P.