

SUNOCO INC  
Form DEFA14A  
June 21, 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**

**June 15, 2012**

**Date of Report (Date of earliest event reported)**

**SUNOCO, INC.**

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

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**1818 Market Street, Suite 1500**

**Philadelphia, PA**  
(Address of principal executive offices)

**19103-3615**  
(Zip Code)

**Registrant's telephone number, including area code: (215) 977-3000**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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))

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On April 29, 2012, Sunoco, Inc. ( *Sunoco* or the *Company* ) entered into an Agreement and Plan of Merger (the *Merger Agreement* ) with Energy Transfer Partners, L.P. ( *ETP* ), Energy Transfer Partners GP, L.P., the general partner of ETP ( *ETP GP* ), Sam Acquisition Corporation, a wholly owned subsidiary of ETP ( *Merger Sub* ), and, for certain limited purposes set forth in the Merger Agreement, Energy Transfer Equity, L.P., the indirect parent of ETP GP and ETP ( *ETE* ), providing for the merger of Merger Sub with and into Sunoco (the *Merger* ). The Merger Agreement also provided that, immediately prior to the Merger, (1) Sunoco Partners LLC, which is an indirect wholly owned subsidiary of Sunoco and the general partner of Sunoco Logistics Partners L.P. ( *SXL* ), would distribute its common units of SXL to other wholly owned subsidiaries of Sunoco (the *Distribution* ); and (2) following such distribution, Sunoco would contribute cash and its indirect ownership interest in Sunoco Partners LLC to ETP, in exchange for Class F units to be issued by ETP (the *Contribution* ).

On June 15, 2012, the parties to the Merger Agreement entered into Amendment No. 1 to the Merger Agreement ( *Amendment No. 1* ), pursuant to which they agreed that the Distribution would not occur immediately prior to the Contribution, and pursuant to which they specified the number of Class F units that would be issued by ETP for the Contribution. Amendment No. 1 was entered into in connection with the Transaction Agreement, dated as of June 15, 2012, by and among ETP, ETE and certain of their affiliates, whereby ETP and ETE have agreed following the Merger to jointly own Sunoco (other than Sunoco's indirect interest in SXL, which will be retained by ETP) and Southern Union Company, which is currently a subsidiary of ETE, under a single holding company.

The foregoing summary of the Merger Agreement, Amendment No. 1 and the transactions contemplated by the amended Merger Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement and Amendment No. 1, which are incorporated by reference into this Form 8-K as Exhibit 2.1 and Exhibit 2.2, respectively.

The Merger Agreement, Amendment No. 1 and the above description have been included to provide investors and security holders with information regarding the terms of the Merger Agreement and Amendment No. 1. They are not intended to provide any other factual information about Sunoco, ETP or their respective subsidiaries or affiliates or equityholders. The representations, warranties and covenants contained in the Merger Agreement and Amendment No. 1 were made only for purposes of those agreements and as of specific dates; were solely for the benefit of the parties to the Merger Agreement and Amendment No. 1; and may be subject to limitations agreed upon by the parties, including being qualified by confidential disclosures made by each contracting party to the other for the purposes of allocating contractual risks between them that differ from those applicable to investors. Investors should be aware that the representations, warranties and covenants or any description thereof may not reflect the actual state of facts or condition of Sunoco, ETP, Merger Sub or any of their respective subsidiaries, affiliates, businesses, or equityholders. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in public disclosures by Sunoco or ETP. Accordingly, investors should read the representations and warranties in the Merger Agreement and Amendment No. 1 not in isolation but only in conjunction with the other information about Sunoco or ETP and their respective subsidiaries that the respective companies include in reports, statements and other filings they make with the U.S. Securities and Exchange Commission.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of April 29, 2012 by and among Sunoco, Inc., Energy Transfer Partners, L.P., Sam Acquisition Corporation, Energy Transfer

Partners GP, L.P., and, for certain limited purposes set forth therein, Energy Transfer Equity, L.P. (incorporated by reference to Exhibit 2.1 to Sunoco, Inc.'s Current Report on Form 8-K filed with the SEC on April 30, 2012).

- 2.2 Amendment No. 1, dated as of June 15, 2012, to the Agreement and Plan of Merger, dated as of April 29, 2012, by and among Energy Transfer Partners, L.P., Sam Acquisition Corporation, Energy Transfer Partners GP, L.P., Sunoco, Inc., and, for certain limited purposes set forth therein, Energy Transfer Equity, L.P.

Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Sunoco hereby undertakes to furnish supplementally copies of any of the omitted schedules upon request by the U.S. Securities and Exchange Commission.

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

In connection with the proposed business combination transaction between Energy Transfer Partners, L.P. ( ETP ) and Sunoco, Inc. ( Sunoco ), ETP plans to file with the U.S. Securities and Exchange Commission (the SEC ) a registration statement on Form S-4 that will contain a proxy statement/prospectus to be mailed to the Sunoco shareholders in connection with the proposed transaction. THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS WILL CONTAIN IMPORTANT INFORMATION ABOUT ETP, SUNOCO, THE PROPOSED TRANSACTION AND RELATED MATTERS. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY/PROSPECTUS CAREFULLY WHEN THEY BECOME AVAILABLE. Investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus and other documents filed with the SEC by ETP and Sunoco through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of ETP or Sunoco at the following:

Energy Transfer Partners, L.P.

3738 Oak Lawn Ave.

Dallas, TX 75219

Attention: Investor Relations

Phone: (214) 981-0795

E-mail: [InvestorRelations@energytransfer.com](mailto:InvestorRelations@energytransfer.com)

Sunoco, Inc.

1818 Market Street, Suite 1500

Philadelphia, PA 19103

Attention: Investor Relations

Phone: (215) 977-6764

Email: [SunocoIR@sunocoinc.com](mailto:SunocoIR@sunocoinc.com)

**PARTICIPANTS IN THE SOLICITATION**

ETP and Sunoco, and their respective directors, executive officers and affiliates, may be deemed to be participants in the solicitation of proxies in respect of the proposed transactions contemplated by the merger agreement. Information regarding directors and executive officers of ETP's general partner is contained in ETP's Form 10-K for the year ended December 31, 2011, which has been filed with the SEC. Information regarding Sunoco's directors and executive officers is contained in Sunoco's definitive proxy statement dated March 16, 2012, which is filed with the SEC. A more complete description will be available in the registration statement and the proxy statement/prospectus.

**SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS**

Statements in this document regarding the proposed transaction between ETP and Sunoco, the expected timetable for completing the proposed transaction, future financial and operating results, benefits and synergies of the proposed transaction, future opportunities for the combined company, and any other statements about ETP, Energy Transfer Equity, L.P. ( ETE ), Sunoco Logistics Partners, L.P. ( SXL ) or Sunoco managements' future expectations, beliefs, goals, plans or prospects constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates and similar expressions) should also be considered to be forward looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward looking statements, including: the ability to consummate the proposed transaction; the ability to obtain the requisite regulatory approvals, Sunoco shareholder approval and the satisfaction of other conditions to consummation of the transaction; the ability of ETP to successfully integrate Sunoco's operations and employees; the ability to realize anticipated synergies and cost savings; the potential impact of announcement of the transaction or consummation of the transaction on relationships, including with employees, suppliers, customers and competitors; the ability to achieve revenue growth; national, international, regional and local economic, competitive and regulatory conditions and developments; technological developments; capital and credit markets conditions; inflation rates; interest rates; the political and economic stability of oil producing nations; energy markets, including changes in the price of certain commodities; weather conditions; environmental conditions; business and regulatory or legal decisions; the pace of deregulation of retail natural gas and electricity and certain agricultural products; the timing and success of business development efforts; terrorism; and the other factors described in the Annual Reports on Form 10-K for the year ended December 31, 2011 filed with the SEC by ETP, ETE, SXL and Sunoco. ETP, ETE, SXL and Sunoco disclaim any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this document.

**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 hereunto duly authorized.

SUNOCO, INC.

Dated: June 21, 2012

By: /s/ Joseph P. Krott  
Name: Joseph P. Krott  
Title: Comptroller  
(Principal Accounting Officer)

**Exhibit Index**

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