

TILGHMAN RICHARD G  
Form 4/A  
December 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TILGHMAN RICHARD G

(Last) (First) (Middle)

1390 ENCLAVE PARKWAY

(Street)

HOUSTON, TX 77077

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SYSCO CORP [SYY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/09/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	67,199 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**





#### Bayou Bridge LLC Agreement

In connection with the Transaction, the Partnership became a party to the Amended and Restated Limited Liability Company Agreement of Bayou Bridge Pipeline, LLC (the "LLC Agreement"), which defines the rights and obligations of the members of Bayou Bridge. Pursuant to the terms of the LLC Agreement, the Partnership is obligated to contribute to Bayou Bridge approximately \$220 million through 2018 to fund its proportionate share of the future construction expenditures associated with the Bayou Bridge pipeline. The substantial majority of those contributions will be due in 2016 and 2017.

The above summary is qualified in its entirety by reference to the LLC Agreement, a copy of which will be filed as an exhibit to the Partnership's 2015 Annual Report on Form 10-K to be filed in February 2016.

#### Item 2.01 Completion of Acquisition or Disposition of Assets

Pursuant to the terms and conditions of the Contribution Agreement, the Transaction closed on December 1, 2015. The description of the Transaction contained in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

#### Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

In connection with the closing of the Transaction, on December 1, 2015, the Partnership entered into an Assignment and Assumption of Note with P66 Gulf Coast Pipeline pursuant to which the Partnership assumed \$34.8 million of debt payable to P66 Company as partial consideration for the acquisition of P66 Gulf Coast Pipeline's interest in Bayou Bridge. Immediately thereafter, the Partnership paid the balance of the note in full. The Partnership funded part of the cash needed to pay the assumed note by borrowing \$20 million on its revolving credit facility. The Partnership funded the remainder of the payment with cash on hand.

The above summary is qualified in its entirety by reference to the Contribution Agreement.

The description in Item 1.01 above of the financial obligations of the Partnership under the terms of the LLC Agreement is incorporated in this Item 2.03 by reference.

#### Item 3.02 Unregistered Sales of Equity Securities

The description in Item 1.01 above of the Partnership's issuance of Common Units to P66 PDI on December 1, 2015, in connection with the closing of the Transaction is incorporated in this Item 3.02 by reference. The issuance of the Common Units was completed in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended, under Section 4(a)(2), as a transaction by an issuer not involving a public offering.

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.

By: Phillips 66 Partners LP  
Phillips 66 Partners GP LLC,  
its general partner

Dated: December 2, 2015

By: /s/ J.T. Liberti  
J.T. Liberti  
Vice President and Chief Operating Officer