

PHILLIPS 66 PARTNERS LP  
Form FWP  
February 18, 2015

**ISSUER FREE WRITING PROSPECTUS**  
**Filed pursuant to Rule 433**  
**Registration Statement No. 333-197797**  
**February 17, 2015**

**Phillips 66 Partners LP**

**Term Sheet**

This free writing prospectus relates only to the securities described below and should be read together with the preliminary prospectus supplement dated February 17, 2015 (the prospectus supplement ) together with the prospectus dated August 1, 2014 relating to these securities.

<b>Issuer:</b>	Phillips 66 Partners LP (NYSE: PSXP)
<b>Offering Size:</b>	5,250,000 common units representing limited partner interests
<b>Offering Price:</b>	\$75.50 per common unit
<b>Option to purchase additional units:</b>	787,500 additional common units offered by the Issuer (30 days)
<b>Proceeds, net of underwriting discounts, commissions and offering expenses:</b>	Approximately \$383,784,000, or approximately \$441,456,000 if the underwriters exercise their option to purchase additional common units in full
<b>Trade Date:</b>	February 18, 2015
<b>Settlement Date:</b>	February 23, 2015
<b>CUSIP:</b>	718549 207
<b>Underwriters:</b>	Barclays Capital Inc.  J.P. Morgan Securities LLC  Citigroup Global Markets Inc.  Goldman, Sachs & Co.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Morgan Stanley & Co. LLC  RBC Capital Markets, LLC

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Wells Fargo Securities, LLC

BNP Paribas Securities Corp.

Deutsche Bank Securities Inc.

Mizuho Securities USA Inc.

PNC Capital Markets LLC

Scotia (Capital) USA, Inc.

**Stabilizing Transactions:**

Prior to purchasing the common units being offered pursuant to the prospectus supplement, on February 17, 2015, one of the underwriters

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purchased, on behalf of the syndicate, 43,390 common units at an average price of \$75.78808 per common unit in stabilizing transactions

### **Additional Information:**

Phillips 66 Partners LP has filed a registration statement (including a prospectus) on Form S-3 with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents that Phillips 66 Partners LP has filed with the SEC for more complete information about Phillips 66 Partners LP and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Additionally, copies of the prospectus supplement and accompanying base prospectus related to this offering may be obtained from:

Barclays  
c/o Broadridge Financial Solutions  
1155 Long Island Avenue  
Edgewood, NY 11717  
Telephone: 888-603-5847  
[barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com)

J.P. Morgan  
c/o Broadridge Financial  
Solutions  
1155 Long Island Avenue  
Edgewood, NY 11717  
Telephone: 866-803-9204

BofA Merrill Lynch  
Attn: Prospectus Department  
222 Broadway  
New York, NY 10038

Citigroup  
Attn: Prospectus Department  
Brooklyn Army Terminal  
140 58th Street, 8th Floor  
Brooklyn, NY 11220  
Telephone: 800-831-9146  
[batprospectusdept@citi.com](mailto:batprospectusdept@citi.com)

Goldman, Sachs & Co.  
Attn: Prospectus Department  
200 West Street  
New York, NY 10282  
Telephone: 866-471-2526  
Facsimile: 212-902-9316  
[Prospectus-ny@ny.email.gs.com](mailto:Prospectus-ny@ny.email.gs.com)

Morgan Stanley  
Attn: Prospectus Department  
180 Varick Street, 2nd Floor  
New York, NY 10014

RBC Capital Markets  
Attn: Equity Syndicate  
Three World Financial Center  
200 Vesey Street, 8th Floor  
New York, NY 10281  
Telephone: 877-822-4089  
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