

BUCKEYE PARTNERS, L.P.  
Form FWP  
June 03, 2013

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated June 3, 2013

Registration Statement No. 333-178097

**PRICING TERM SHEET**

**4.15% Senior Unsecured Notes due July 1, 2023**

**Issuer:** Buckeye Partners, L.P.  
**Trade Date:** June 3, 2013  
**Expected Settlement Date:** June 10, 2013 (T+5)  
**Principal Amount:** \$500,000,000  
**Maturity Date:** July 1, 2023  
**Coupon:** 4.15%  
**Interest Payment Dates:** January 1 and July 1, commencing January 1, 2014  
**Price to Public:** 99.810% of principal amount  
**Net Proceeds:** \$495,800,000 after deducting the underwriting discount  
**Benchmark Treasury:** 1.75% due May 15, 2023  
**Benchmark Treasury Yield:** 2.123%  
**Spread to Benchmark Treasury:** 205 bps  
**Yield to Maturity:** 4.173%  
**Make-Whole Call:** 30 bps  
**Optional Redemption:** At any time prior to the date that is three months prior to their maturity date, the notes may be redeemed, in whole or from time to time in part, at the issuer's option at the redemption price plus accrued and unpaid interests thereon, but excluding, the date of redemption.

At any time on or after the date that is three months prior to their maturity date, the notes may be redeemed, in whole or from time to time in part, at the issuer's option at a redemption price equal to 100% of the principal amount of the notes to be redeemed on that redemption date plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

**CUSIP:** 118230 AK7  
**ISIN:** US118230AK73  
**Joint Book-Running Managers:** Barclays Capital Inc.

SunTrust Robinson Humphrey, Inc.

Wells Fargo Securities, LLC

UBS Securities LLC

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**Co-Managers:**

Deutsche Bank Securities Inc.

RBC Capital Markets, LLC

BB&T Capital Markets, a division of BB&T Securities, LLC

SMBC Nikko Capital Markets Limited

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in this offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, SunTrust Robinson Humphrey, Inc. at 1-800-685-4786 or Wells Fargo Securities, LLC at 1-800-326-5897.**