

SUNOCO LP

FORM 8-K (Current report filing)

Filed 03/23/15 for the Period Ending 03/23/15

Address 555 EAST AIRTEX DRIVE
HOUSTON, TX 77073
Telephone (832) 234-3600
CIK 0001552275
Symbol SUN
SIC Code 5172 - Petroleum and Petroleum Products Wholesalers, Except Bulk Stations and Terminals
Industry Oil & Gas Operations
Sector Energy
Fiscal Year 12/31

**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):

March 23, 2015

Commission file number: 001-35653

Sunoco LP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

30-0740483

(IRS Employer
Identification No.)

555 East Airtex Drive

Houston, TX 77073

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(832) 234-3600**

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 March 23, 2015, Sunoco LP (the “Partnership”) issued a press release announcing the commencement of a private offering of \$800,000,000 in aggregate principal amount of senior notes due 2023 of the Partnership and Sunoco Finance Corp., a wholly owned subsidiary of the Partnership (the “notes”).

A copy of the press release relating to the commencement of the offering is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

The press release shall not constitute an offer to sell or the solicitation of an offer to buy, and there shall not be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Exhibit Description
99.1	Launch Press Release of Sunoco LP, dated March 23, 2015.

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 LP

By: Sunoco GP LLC, its general partner

Date: March 23, 2015

/s/ Mary E. Sullivan

Mary E. Sullivan

Executive Vice President, Chief Financial Officer and
Treasurer

EXHIBIT INDEX

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News Release

Sunoco LP Announces Private Offering of Senior Notes Due 2023

HOUSTON, March 23, 2015 - Sunoco LP (NYSE: SUN) ("Sunoco") today announced a private offering of \$800 million of senior notes due 2023 (the "notes"). Sunoco Finance Corp., a wholly owned direct subsidiary of Sunoco, will serve as co-issuer of the notes. Sunoco intends to use the net proceeds from the offering to fund the cash consideration for its acquisition of a 31.58% membership interest in Sunoco, LLC (the "Acquisition") from a wholly owned subsidiary of Energy Transfer Partners, L.P. (NYSE: ETP) and repay outstanding borrowings under its senior secured revolving credit facility.

The offering of the notes has not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and, unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy the notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

About Sunoco LP

Sunoco LP is a master limited partnership (MLP) that primarily distributes motor fuel to convenience stores, independent dealers, commercial customers and distributors. Sunoco also operates more than 150 convenience stores and retail fuel sites. Sunoco's general partner is a wholly owned subsidiary of ETP. While primarily engaged in natural gas, natural gas liquids, crude oil and refined products transportation, ETP also operates a retail business with a network of more than 5,500 company or independently operated retail fuel outlets and convenience stores through its wholly owned subsidiaries, Sunoco, Inc. and Stripes LLC.

Cautionary Statement Relevant to Forward-Looking Information

This press release includes forward-looking statements regarding future events. These forward-looking statements are based on Sunoco's current plans and expectations and involve a numbers of risks and uncertainties that could cause actual results and events to vary materially from the results and events anticipated or implied by such forward-looking statements. For a further discussion of these risks and uncertainties, please refer to the "Risk Factors" section of Sunoco's most recently filed annual report on Form 10-K and in other filings made by Sunoco with the Securities and Exchange Commission. While Sunoco may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so, even if new information becomes available in the future.

Contacts

Investors:

Scott Grischow
Director — Investor Relations and Treasury
(361) 884-2463, scott.grischow@susser.com

Anne Pearson
Dennard-Lascar Associates
(210) 408-6321, apearson@dennardlascar.com

Media:

Jeff Shields, Communications Manager
(215) 977-6056, jpshields@sunocoinc.com

Jessica Davila-Burnett, Public Relations Director
(361) 654-4882, jessica.davila-burnett@susser.com

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