

SUSSER PETROLEUM PARTNERS LP

FORM POS EX

(Post-effective amendment filed solely to add exhibits to a registration statement)

Filed 10/09/12

Address	555 EAST AIRTEX DRIVE HOUSTON, TX 77073
Telephone	(832) 234-3600
CIK	0001552275
Symbol	SUSP
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

Post-Effective Amendment No. 1
to
Form S-1
**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Susser Petroleum Partners LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5172
(Primary Standard Industrial
Classification Code Number)

30-0740483
(I.R.S. Employer
Identification Number)

**555 East Airtex Drive
Houston, Texas 77073
(832) 234-3600**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**E.V. Bonner, Jr.
555 East Airtex Drive
Houston, Texas 77073
(832) 234-3600**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

**David Palmer Oelman
Alan P. Baden**
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002
Tel: (713) 758-2222
Fax: (713) 758-2346

**William J. Cooper
Jon W. Daly**
Andrews Kurth LLP
600 Travis Street, Suite 4200
Houston, Texas 77002
Tel: (713) 220-4200
Fax: (713) 220-4285

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ File No. 333-182276

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐
(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-182276), declared effective by the Securities and Exchange Commission on September 19, 2012. The Registrant is filing this Post-Effective Amendment No. 1 pursuant to Rule 462(d) for the sole purpose of replacing Exhibit 5.1 and Exhibit 8.1 to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement, other than supplementing Item 16 of Part II as set forth below.

Part II Information required in the registration statement

ITEM 16. EXHIBITS.

The following documents are filed as exhibits to this registration statement:

Exhibit Number		Description
1.1	**	— Form of Underwriting Agreement
3.1	**	— Certificate of Limited Partnership of Susser Petroleum Partners LP
3.2	**	— Agreement of Limited Partnership of Susser Petroleum Partners LP
3.3	**	— Form of First Amended and Restated Agreement of Limited Partnership of Susser Petroleum Partners LP (included as Appendix A in the prospectus included in the Registration Statement)
3.4	**	— Certificate of Formation of Susser Petroleum Partners GP LLC
3.5	**	— Limited Liability Company Agreement of Susser Petroleum Partners GP LLC
3.6	**	— Form of Amended and Restated Limited Liability Company Agreement of Susser Petroleum Partners GP LLC
5.1		— Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
8.1		— Opinion of Vinson & Elkins L.L.P. relating to tax matters
10.1	**	— Form of Contribution Agreement
10.2	**	— Susser Petroleum Partners LP 2012 Long-Term Incentive Plan
10.3	**	— Form of Omnibus Agreement
10.4	**	— Form of Revolving Credit Agreement
10.5	**	— Form of Term Loan Agreement
10.6	**	— Form of SHC Distribution Contract
10.7	**	— Form of SHC Transportation Contract
10.8	**#	— Branded Marketer Agreement between Susser Petroleum Company LLC and Chevron Products Company effective September 1, 2011
10.9	**+#	— Unbranded Supply Agreement, dated July 28, 2006, by and between Susser Petroleum Company, LP and Valero Marketing and Supply Company, L.P. (Asterisks located within the exhibit denote information which has been deleted pursuant to a confidential treatment request granted by the Securities and Exchange Commission)
10.10	**+#	— Branded Distributor Marketing Agreement (Valero Brand) dated July 28, 2006, by and between Valero Marketing and Supply Company and Susser Petroleum Company, LP (Asterisks located within the exhibit denote information which has been deleted pursuant to a confidential treatment request granted by the Securities and Exchange Commission)
10.11	**+#	— Branded Distributor Marketing Agreement (Shamrock Brand) dated July 28, 2006, by and between Valero Marketing and Supply Company and Susser Petroleum Company, LP (Asterisks located within the exhibit denote information which has been deleted pursuant to a confidential treatment request granted by the Securities Exchange Commission)
10.12	**+#	— Master Agreement, dated July 28, 2006, by and between Valero Marketing and Supply Company and Susser Petroleum Company, LP, as amended (Asterisks located within the exhibit denote information which has been deleted pursuant to a confidential treatment request granted by the Securities Exchange Commission)
10.13	**#	— Form of Director Indemnification Agreement
10.14	**#	— Form of Phantom Unit Award Agreement
21.1	**	— List of Subsidiaries of Susser Petroleum Partners LP
23.1	**	— Consent of Ernst & Young LLP
23.2		— Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
23.3		— Consent of Vinson & Elkins L.L.P. (contained in Exhibit 8.1)

23.4	**	—	Consent of Director Nominee — David P. Engel
23.5	**	—	Consent of Director Nominee — Armand S. Shapiro
23.6	**	—	Consent of Director Nominee — Bryan F. Smith Jr.
23.7	**	—	Consent of Director Nominee — Sam J. Susser
23.8	**	—	Consent of Director Nominee — Rob L. Jones
24.1	**	—	Powers of Attorney

** Previously filed

+ Portions of this exhibit have been omitted pursuant to a request for confidential treatment which was granted by the Securities and Exchange Commission.

Please note that this exhibit was listed in Amendment No. 2 to this Registration Statement using a different number designation. Exhibit 10.8 was listed as Exhibit 10.10 to Amendment No. 2. Exhibit 10.9 was listed as Exhibit 10.11 to Amendment No. 2. Exhibit 10.10 was listed as Exhibit 10.12 to Amendment No. 2. Exhibit 10.11 was listed as Exhibit 10.13 to Amendment No. 2. Exhibit 10.12 was listed as Exhibit 10.14 to Amendment No. 2. Exhibit 10.13 was listed as Exhibit 10.8 to Amendment No. 2. Exhibit 10.14 was listed as Exhibit 10.9 to Amendment No. 3.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on October 9, 2012.

Susser Petroleum Partners LP

By: Susser Petroleum Partners GP LLC

By: /s/ SAM L. SUSSER

Sam L. Susser

Chief Executive Officer and Chairman of the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ SAM L. SUSSER</u> Sam L. Susser	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	October 9, 2012
<u>*</u> Mary E. Sullivan	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	October 9, 2012
<u>*</u> David P. Engel	Director	October 9, 2012
<u>*</u> Armand S. Shapiro	Director	October 9, 2012
<u>*</u> Bryan F. Smith Jr.	Director	October 9, 2012
<u>*</u> Sam J. Susser	Director	October 9, 2012
* By: <u>/s/ SAM L. SUSSER</u>	Sam L. Susser, attorney-in-fact	October 9, 2012

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Exhibit 10.14 was listed as Exhibit 10.9 to Amendment No. 3.



September 19, 2012

Susser Petroleum Partners LP
555 East Airtex Drive
Houston, Texas 77073

Ladies and Gentlemen:

We have acted as counsel to Susser Petroleum Partners LP, a Delaware limited partnership (the “**Partnership**”), in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of the offering and sale of up to an aggregate of 9,500,000 common units representing limited partner interests in the Partnership (the “**Common Units**”) and up to an additional 1,425,000 Common Units pursuant to the underwriters’ option to purchase additional Common Units.

We are rendering this opinion as of the time the Registration Statement, as defined below, becomes effective in accordance with Section 8(a) of the Securities Act.

As the basis for the opinion hereinafter expressed, we examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the “**Delaware Act**”), partnership records and documents, certificates of partnership and public officials, and other instruments and documents as we deemed necessary or advisable for the purposes of this opinion. In such examination, we have assumed the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing as a limited partnership under the Delaware Act.
2. The Common Units, when issued and delivered on behalf of the Partnership against payment therefor as described in the Partnership’s Registration Statement on Form S-1 (File No. 333-182276), as amended (the “**Registration Statement**”), to which this opinion is an exhibit and relating to the Common Units, will be duly authorized, validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America, the Constitution of the State of Delaware and the Delaware Act, as interpreted by federal courts and the courts of the State of Delaware.

We hereby consent to the reference to us under the heading “Validity of Our Common Units” in the Registration Statement and the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston
London Moscow New York Palo Alto Shanghai Tokyo
Washington

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September 19, 2012

Susser Petroleum Partners LP
555 East Airtex Drive
Houston, Texas 77073

RE: Susser Petroleum Partners LP Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel for Susser Petroleum Partners LP (the “*Partnership*”), a Delaware limited partnership, with respect to certain legal matters in connection with the offer and sale of common units (the “*Common Units*”) representing limited partner interests in the Partnership. We have also participated in the preparation of a Prospectus (the “*Prospectus*”), forming part of the Registration Statement on Form S-1, No. 333-182276 (the “*Registration Statement*”).

This opinion is based on various facts and assumptions, and is conditioned upon certain representations made by the Partnership as to factual matters through a certificate of an officer of the Partnership (the “*Officer’s Certificate*”). In addition, this opinion is based upon the factual representations of the Partnership concerning its business, properties and governing documents as set forth in the Registration Statement.

In our capacity as counsel to the Partnership, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and other instruments, as we have deemed necessary or appropriate for purposes of this opinion. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures thereon, the legal capacity of natural persons executing such documents and the conformity to authentic original documents of all documents submitted to us as copies. For the purpose of our opinion, we have not made an independent investigation or audit of the facts set forth in the above-referenced documents or in the Officer’s Certificate. In addition, in rendering this opinion we have assumed the truth and accuracy of all representations and statements made to us which are qualified as to knowledge or belief, without regard to such qualification.

We are opining herein as to the effect on the subject transaction only of the federal income tax laws of the United States, and we express no opinion with respect to the applicability thereto, or the effect thereon, of other federal laws, foreign laws, the laws of any state or any other jurisdiction or as to any matters of municipal law or the laws of any other local agencies within any state. Based on the facts, assumptions and representations set forth herein, the discussion in the Prospectus under the caption “Material U.S. Federal Income Tax Consequences,” insofar as such discussion purports to constitute a summary of U.S. federal income tax law and regulations or legal conclusions with respect thereto, constitute the opinion of Vinson & Elkins LLP as to the material U.S. federal income tax

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consequences of the matters described therein. No opinion is expressed as to any matter not discussed therein.

This opinion is rendered to you as of the effective date of the Registration Statement, and we undertake no obligation to update this opinion subsequent to the date hereof. This opinion is based on various statutory provisions, regulations promulgated thereunder and interpretations thereof by the Internal Revenue Service and the courts having jurisdiction over such matters, all of which are subject to change either prospectively or retroactively. Also, any variation or difference in the facts from those set forth in the representations described above, including in the Registration Statement and the Officer's Certificate, may affect the conclusions stated herein.

This opinion is furnished to you, and is for your use in connection with the transactions set forth in the Registration Statement. This opinion may not be relied upon by you for any other purpose or furnished to, assigned to, quoted to or relied upon by any other person, firm or other entity, for any purpose, without our prior written consent. However, this opinion may be relied upon by you and by persons entitled to rely on it pursuant to applicable provisions of federal securities law, including persons purchasing Common Units pursuant to the Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Prospectus and to the use of our name under the captions "Material U.S. Federal Income Tax Consequences" and "Legal Matters" in the Registration Statement. We further consent to the incorporation by reference of this letter and consent into any registration statement filed pursuant to Rule 462(b) under the Securities Act with respect to the Common Units. By giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

Vinson & Elkins L.L.P.
