

SUNOCO LP
Reported by
WILLIAMS BRAD

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 05/11/15 for the Period Ending 04/30/15

Address	555 EAST AIRTEX DRIVE HOUSTON, TX 77073
Telephone	(832) 234-3600
CIK	0001552275
Symbol	SUN
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name and Ticker or Trading Symbol
Williams Brad	4/30/2015	Sunoco LP [SUN]
(Last) (First) (Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
4525 AYERS STREET	<div> <div>Director</div> <div>10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)</div> <div>Other (specify below)</div> </div> Executive VP-Operations West /	
(Street)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
CORPUS CHRISTI, TX 78415		<div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> </div>
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	24062 (1)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

(1) 23,850 of the Common Units reported represents Phantom Units with time-based vesting

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Brad 4525 AYERS STREET CORPUS CHRISTI, TX 78415			Executive VP-Operations West	

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Williams

5/11/2015

** Signature of Reporting Person

Date

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

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

LIMITED POWER OF ATTORNEY
(ATTORNEY-IN-FACT TO
EXECUTE SEC FORMS 3, 4 & 5 and 144 FILINGS)

I, Brad Williams, do hereby appoint each Thomas P. Mason, William Jason Healy, Clare McGrory and Peggy J. Harrison, signing singly, as my true and lawful attorney-in-fact to:

1. Execute the following items (each a "report" and, collectively, "reports"), on my behalf and in my capacity as it relates to my beneficial ownership of securities of Sunoco LP or any of its subsidiaries ("Partnership"), and to submit the same to the U.S. Securities and Exchange Commission (the "SEC"):

a. A Form ID application for Edgar Access, Forms 3, 4 and 5 (including amendments thereto) and any other reports required pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder; and

b. Form 144 and any other similar reports required under the Securities Act of 1933, as amended; and

2. Perform any and all acts on my behalf which may be necessary or desirable to complete and execute any Reports and timely file such Reports with the United States Securities and Exchange Commission and/or any stock exchange or similar authority; and

3. Take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that any document executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in their discretion.

I grant to each such attorneys-in-fact full power and authority to do and perform any act necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation. I ratify and confirm all that such attorney-in-fact, or any substitute of such attorney-in-fact, shall lawfully do or cause to be done by the rights and powers granted by this Power of Attorney.

I acknowledge that each such attorney-in-fact, in serving in such capacity at my request, is not assuming, nor is the Partnership, assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, Rule 144 under the Securities Act of 1933, or applicable federal or state securities laws generally.

This Power of Attorney shall remain in full force and effect until I am no longer required to file any Reports with respect to my holdings of and transactions in securities issued by the Partnership, unless I earlier revoke it in a signed writing delivered to the General Counsel and Secretary of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 8th day of May, 2015.

/s/ Brad Williams
Brad Williams