

SUNOCO LP

FORM 8-K (Current report filing)

Filed 10/28/14 for the Period Ending 10/27/14

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HOUSTON, TX 77073
Telephone (832) 234-3600
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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): **October 27, 2014**

SUNOCO LP

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35653
(Commission
File Number)

30-0740483
(IRS Employer
Identification Number)

555 East Airtex Drive
Houston, Texas 77073
(Address of principal executive offices)

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

Susser Petroleum Partners LP
(Former name or former address, if changed since last report)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective October 27, 2014, Susser Petroleum Partners LP (the “Partnership”) changed its name to Sunoco LP. The Partnership filed with the Delaware Secretary of State a Certificate of Amendment to its Certificate of Limited Partnership (the “LP Certificate of Amendment”) and the Partnership’s general partner executed an Amendment (the “LP Amendment”) to the First Amended and Restated Agreement of Limited Partnership of the Partnership to effectuate the name change. The LP Certificate of Amendment and the LP Amendment are attached hereto as Exhibits 3.1 and 3.2, respectively.

Additionally, effective on October 27, 2014, the Partnership’s general partner (the “General Partner”) changed its name from Susser Petroleum Partners GP LLC to Sunoco GP LLC. The General Partner filed with the Delaware Secretary of State a Certificate of Amendment to its Certificate of Formation (the “GP Certificate of Amendment”) and the General Partner’s sole member executed an Amendment (the “LLC Agreement Amendment”) to the Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”) of the General Partner to effectuate the name change. Certain minor changes were also made to the LLC Agreement to reflect the acquisition by Energy Transfer Partners, L.P. of 100% of the equity interests in the General Partner from Susser Holdings Corporation. The GP Certificate of Amendment and the LLC Agreement Amendment are attached hereto as Exhibits 3.3 and 3.4, respectively.

On October 27, 2014, the Partnership’s trading symbol for its common units, which are currently listed on the New York Stock Exchange, changed from SUSP to SUN. The change in trading symbol is related solely to the change of the Partnership’s name described above. The new CUSIP number for the Partnership’s common units is 86765K 109.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the changes in the Partnership’s name and trading symbol is attached hereto as Exhibit 99.1 and is incorporated herein by reference into this Item 7.01.

The information in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. See “Exhibit Index” attached to this Current Report on Form 8-K, which is incorporated by reference herein.

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

By:

Date: October 27, 2014

/s/ Mary E. Sullivan

Mary E. Sullivan

Executive Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

- 3.1 Certificate of Amendment to the Certificate of Limited Partnership of Susser Petroleum Partners LP.
- 3.2 Amendment No. 1 to the First Amended and Restated Agreement of Limited Partnership of Susser Petroleum Partners LP.
- 3.3 Certificate of Amendment to the Certificate of Formation of Susser Petroleum Partners GP LLC.
- 3.4 Amendment No. 1 to Amended and Restated Limited Liability Company Agreement of Susser Petroleum Partners GP LLC.
- 99.1 Press Release issued by Sunoco LP dated October 27, 2014.

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 10/15/2014
FILED 06:47 PM 10/15/2014
SRV 141298021 - 5167601 FILE

STATE OF DELAWARE
AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUSSE PETROLEUM PARTNERS LP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

1. Name of Limited Partnership is:

Susser Petroleum Partners LP

2. Effective October 27, 2014 the first article of the Certificate of Limited Partnership shall be amended as follows:

Name. The name of the Company is "Sunoco LP".

3. Effective October 27, 2014 the third article of the Certificate of Limited Partnership shall be amended as follows:

General Partner. The name and business, residence of mailing address of the general partner is:

Sunoco GP LLC
555 East Airtex Drive
Houston, Texas 77073

IN WITNESS WHEREOF, the undersigned have executed this certificate on this 15th day of October, 2014.

By: Susser Petroleum Partners GP LLC
Its General Partner

By: /s/ Mary E. Sullivan
Mary E. Sullivan, Authorized Person

AMENDMENT NO. 1 TO
FIRST AMENDED AND RESTATED AGREEMENT OF LIMITED
PARTNERSHIP
OF
SUSSER PETROLEUM PARTNERS LP

October 27, 2014

This Amendment No. 1 (this “*Amendment No. 1*”) to the First Amended and Restated Agreement of Limited Partnership of Susser Petroleum Partners LP (the “*Partnership*”), dated as of September 25, 2012 (the “*Partnership Agreement*”) is hereby adopted effective as of October 27, 2014, by Sunoco GP LLC, formerly Susser Petroleum Partners GP LLC (the “*General Partner*”), as general partner of the Partnership. Capitalized terms used but not defined herein have the meaning given such terms in the Partnership Agreement.

WHEREAS, the sole member of the General Partner (the “*Sole Member*”) on October 15, 2014 caused the filing of an amendment to the certificate of formation of the General Partner in the office of the Secretary of State of the State of Delaware changing the General Partner’s name from “Susser Petroleum Partners GP LLC” to “Sunoco GP LLC” effective October 27, 2014;

WHEREAS, Section 2.2 of the Partnership Agreement provides that the General Partner may change the name of the Partnership at any time and from time to time and shall notify the Limited Partners of such change in the next regular communication to the Limited Partners;

WHEREAS, the Sole Member and the board of directors of the General Partner each have authorized and instructed the General Partner to take all actions necessary, desirable or appropriate to change the name of the Partnership from “Susser Petroleum Partners LP” to “Sunoco LP”;

WHEREAS, the General Partner on October 15, 2014 filed an amendment to the Partnership’s certificate of limited partnership in the office of the Secretary of State of the State of Delaware effecting such change in the Partnership’s name effective October 27, 2014;

WHEREAS, Section 13.1(a) of the Partnership Agreement provides that the General Partner, without the approval of any Partner, may amend any provision of the Partnership Agreement and, among other things, execute, deliver, file and record whatever documents may be required, in order to reflect a change in the name of the Partnership;

NOW THEREFORE, the General Partner does hereby amend the Partnership Agreement as follows:

Section 1. Amendments.

- (a) The name of the Partnership Agreement is hereby amended and restated as follows:

“First Amended and Restated Agreement of Limited Partnership of Sunoco LP.”

- (b) Section 1.1 of the Partnership Agreement is hereby amended to add or amend and restate the following definitions in the appropriate alphabetical order:

“ *Agreement* ” means this First Amended and Restated Agreement of Limited Partnership of Sunoco LP, as it may be amended, supplemented or restated from time to time.

“ *General Partner* ” means Sunoco GP LLC, a Delaware limited liability company, and its successors and permitted assigns that are admitted to the Partnership as general partner of the Partnership, in their capacities as general partner of the Partnership (except as the context otherwise requires).

“ *Partnership* ” means Sunoco LP, a Delaware limited partnership.

- (c) The first sentence of Section 2.2 of the Partnership Agreement is hereby replaced with the following:

“*Name* . The name of the Partnership shall be “Sunoco LP”.”

Section 2. Except as hereby amended, the Partnership Agreement shall remain in full force and effect.

Section 3. The appropriate officers of the General Partner are hereby authorized to make such clarifying and conforming changes as they deem necessary or appropriate, and to interpret the Partnership Agreement, to give effect to the intent and purpose of this Amendment No. 1.

Section 4. This Amendment No. 1 shall be governed by, and interpreted in accordance with, the laws of the State of Delaware, all rights and remedies being governed by such laws without regard to principles of conflicts of laws.

[Signature page follows]

IN WITNESS WHEREOF, this Amendment has been executed as of the date first above written.

GENERAL PARTNER:

SUNOCO GP LLC

By: /s/ Mary E. Sullivan

Name: Mary E. Sullivan

Title: Chief Financial Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 10/15/2014
FILED 06:46 PM 10/15/2014
SRV 141297996 - 5167599 FILE

**STATE OF DELAWARE
AMENDMENT TO THE
CERTIFICATE OF FORMATION
OF
SUSSEER PETROLEUM PARTNERS GP LLC**

1. Name of Limited Liability Company is:

Susser Petroleum Partners GP LLC

2. Effective October 27, 2014 the first article of the Certificate of Formation shall be amended as follows:

Name. The name of the Company is "Sunoco GP LLC".

IN WITNESS WHEREOF, the undersigned have executed this certificate on this 15th day of October, 2014.

By: _____
/s/ Mary E. Sullivan
Authorized Person

Name: _____
Mary E. Sullivan
Print or Type

AMENDMENT NO. 1 TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT
OF
SUSSER PETROLEUM PARTNERS GP LLC

October 27, 2014

This Amendment No. 1 (this “*Amendment No. 1*”) to the Amended and Restated Limited Liability Company Agreement of Susser Petroleum Partners GP LLC (the “*Company*”), dated as of September 25, 2012 (the “*LLC Agreement*”), is hereby adopted effective as of October 27, 2014, by Energy Transfer Partners, L.P., as the sole member of the Company (the “*Sole Member*”). Capitalized terms used but not defined herein have the meaning given such terms in the LLC Agreement.

WHEREAS, Section 2.2 of the LLC Agreement provides that the Company’s board of directors may change the name of the Company at any time and from time to time and shall promptly notify the Sole Member of such change;

WHEREAS, the Company’s board of directors has authorized and instructed the Company to take all actions necessary, desirable or appropriate to change the name of the Company from “Susser Petroleum Partners GP LLC” to “Sunoco GP LLC”; and

WHEREAS, the Sole Member on October 15, 2014 caused the filing of an amendment to the certificate of formation of the Company in the office of the Secretary of State of the State of Delaware changing the Company’s name from “Susser Petroleum Partners GP LLC” to “Sunoco GP LLC” effective October 27, 2014 which filing is hereby ratified in all respects;

WHEREAS, pursuant to that certain Purchase and Sale Agreement dated September 19, 2014, the Sole Member acquired 100% of the equity interests in the Company from Susser Holdings Corporation and therefore certain provisions of the LLC Agreement must be amended to reflect this change;

NOW THEREFORE, the Sole Member does hereby amend the LLC Agreement as follows:

Section 1. Amendments.

- (a) The name of the LLC Agreement is hereby amended and restated as follows:

“Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC.”

- (b) Section 1.1 of the LLC Agreement is hereby amended to add or amend and
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restate the following definitions in the appropriate alphabetical order:

“ *Agreement* ” means this Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC, as it may be amended, supplemented or restated from time to time. The Agreement constitutes a “ *limited liability company agreement* ” as such term is defined in the Act.

“ *Company* ” means Sunoco GP LLC, a Delaware limited liability company, and any successors thereto. For the avoidance of doubt, references in this Agreement to the Company shall not include the Partnership or any of its Subsidiaries.

“ *Partnership* ” means Sunoco LP, a Delaware limited partnership.

“ *Partnership Agreement* ” means the First Amended and Restated Agreement of Limited Partnership of Sunoco LP, as it may be amended, supplemented or restated from time to time.

“ *Sole Member* ” means Energy Transfer Partners, L.P., a Delaware limited partnership, or any successor member of the Company.

- (c) The first sentence of Section 2.2 of the LLC Agreement is hereby replaced with the following:

“*Name* . The name of the Company shall be “Sunoco GP LLC”.”

- (d) The second paragraph of Section 9.1 is hereby replaced with the following:

“If to the Sole Member:

Energy Transfer Partners, L.P.
3738 Oak Lawn Avenue
Dallas, Texas 75219
Attention: General Counsel
Telephone: (214) 981-0700”

Section 2. Except as hereby amended, the LLC Agreement shall remain in full force and effect.

Section 3. The appropriate officers of the Sole Member and/or the Company are hereby authorized to make such clarifying and conforming changes as they deem necessary or appropriate, and to interpret the LLC Agreement, to give effect to the intent and purpose of this Amendment No. 1.

Section 4. This Amendment No. 1 shall be governed by, and interpreted in accordance with, the laws of the State of Delaware, all rights and remedies being governed by such laws

without regard to principles of conflicts of laws.

IN WITNESS WHEREOF, this Amendment No. 1 has been executed as of the date first above written.

SOLE MEMBER:

ENERGY TRANSFER PARTNERS, L.P.

By: Energy Transfer Partners GP, L.P., its general partner

By: Energy Transfer Partners, L.L.C., its general partner

By: /s/ Thomas P. Mason

Name: Thomas P. Mason

Title: Senior Vice President, General Counsel and Secretary

**FOR IMMEDIATE RELEASE****Susser Petroleum Partners LP Changes its Name to
Sunoco LP and its NYSE Ticker Symbol to SUN**

HOUSTON, October 27, 2014 — Susser Petroleum Partners LP (the “Partnership”) today announced the changing of its name to Sunoco LP, as well as the changing of its ticker symbol for its common units to “SUN.”

The common units will begin trading today at market open under the SUN ticker symbol on the New York Stock Exchange. The Partnership has also launched its new website today at www.SunocoLP.com. No action is required by unitholders as a result of these changes.

“We are proud to reintroduce the SUN ticker symbol, which traded on the New York Stock Exchange for almost 87 years until the sale of Sunoco, Inc. in 2012 to our parent company, Energy Transfer Partners, L.P.,” said Bob Owens, Sunoco LP Chief Executive Officer. “We believe that Sunoco’s iconic brand, built through a long legacy of quality fuel, paired with Stripes’ industry-leading convenience store model, is a tremendous platform for us to grow in our existing markets and expand into new markets.”

The partnership successfully completed the first dropdown of Mid-Atlantic Convenience Stores, LLC from ETP to SUN early this month and announced the acquisition of Aloha Petroleum, Ltd., one of the largest gasoline marketers and convenience store operators in Hawaii, with an extensive wholesale fuel distribution network and six fuel storage terminals on the islands.

“We plan to continue to grow the new Sunoco LP through additional asset dropdowns from our parent, as well as through organic growth — such as new-builds in attractive, growing markets — and with opportunistic acquisitions such as Aloha Petroleum, expected to close by the end of this year,” Owens said.

Expected future dropdown opportunities from Energy Transfer Partners include the fuel marketing, distribution and retail assets of Sunoco, Inc. and Susser Holdings’ Stripes® branded convenience stores, with more than 5,500 sites between them.

Sunoco LP (NYSE: SUN) is a master limited partnership (MLP) that primarily distributes motor fuel to convenience stores, independent dealers, commercial customers and distributors. SUN also operates more than 100 convenience stores and retail fuel sites. SUN’s general partner is a wholly-owned subsidiary of Energy

Transfer Partners, L.P. (NYSE: 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. For more information, visit the Sunoco LP website at www.SunocoLP.com.

Forward-Looking Statements

This news release contains “forward-looking statements” which may describe Sunoco LP’s (“SUN”) objectives, expected results of operations, targets, plans, strategies, costs, anticipated capital expenditures, potential acquisitions, new store openings and/or new dealer locations, management’s expectations, beliefs or goals regarding proposed transactions between ETP and SUN or SUN’s acquisition of Aloha Petroleum, the expected timing of those transactions and the future financial and/or operating impact of those transactions, including the anticipated integration process and any related benefits, opportunities or synergies. These statements are based on current plans, expectations and projections and involve a number of risks and uncertainties that could cause actual results and events to vary materially, including but not limited to: execution, integration, environmental and other risks related to acquisitions (including drop-downs) and our overall acquisition strategy; competitive pressures from convenience stores, gasoline stations, other non-traditional retailers and other wholesale fuel distributors located in SUN’s markets; dangers inherent in storing and transporting motor fuel; SUN’s ability to renew or renegotiate long-term distribution contracts with customers; changes in the price of and demand for motor fuel; changing consumer preferences for alternative fuel sources or improvement in fuel efficiency; competition in the wholesale motor fuel distribution industry; seasonal trends; severe or unfavorable weather conditions; increased costs; SUN’s ability to make and integrate acquisitions; environmental laws and regulations; dangers inherent in the storage of motor fuel; reliance on suppliers to provide trade credit terms to adequately fund ongoing operations; acts of war and terrorism; dependence on information technology systems; SUN’s and ETP’s ability to consummate any proposed transactions, or to satisfy the conditions precedent to the consummation of such transactions; successful development and execution of integration plans; ability to realize anticipated synergies or cost-savings and the potential impact of the transactions on employee, supplier, customer and competitor relationships; and other unforeseen factors. For a full discussion of these and other risks and uncertainties, refer to the “Risk Factors” section of SUN’s and ETP’s most recently filed annual reports on Form 10-K and current report on Form 8-K filed October 21, 2014. These forward-looking statements are based on and include our estimates as of the date hereof. Subsequent events and market developments could cause our estimates to change. While we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if new information becomes available, except as may be required by applicable law.

Contacts

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