

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Act of 1934**

**Date of Report (Date of Earliest Event Reported):**

**June 22, 2016**

**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.)*

**8020 Park Lane, Suite 200**

**Dallas, Texas 75231**

*(Address of principal executive offices, including zip codes)*

**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 7.01. Regulation FD Disclosure.**

On June 22, 2016, Sunoco LP (the “Partnership”) issued press releases announcing the closing of two acquisitions.

A copy of the press releases is set forth in Exhibit 99.1 and Exhibit 99.2 and each are incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 and Exhibit 99.2 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 and Exhibit 99.2 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release of Sunoco LP, dated June 22, 2016.
99.2	News Release of Sunoco LP, dated June 22, 2016.

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**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: June 22, 2016

By: /s/ Leta McKinley

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Leta McKinley

Vice President, Controller and Principal Accounting  
Officer



### **Sunoco LP Completes Acquisition of Texas-based Convenience Store and Wholesale Fuel Distribution Business**

**DALLAS**, June 22, 2016 - Sunoco LP (NYSE: SUN) ("Sunoco") announced today that one of its wholly owned subsidiaries completed the acquisition of the "Rattlers" retail convenience store assets and wholesale fuel business from Kolkhorst Petroleum, Inc. This acquisition includes 14 company-operated locations and wholesale fuel supply contracts for a network of independent dealer-owned and dealer-operated locations in the greater Austin, Houston and Waco, Texas markets. The business distributes approximately 46 million gallons of retail and wholesale fuel annually. As part of the transaction, Sunoco's subsidiary acquired five fee properties and nine leased properties related to the retail business. This acquisition strengthens Sunoco's existing convenience store and wholesale fuel distribution business in the Central and Southeast Texas markets. This transaction was funded using amounts available under Sunoco's revolving credit facility and is expected to be immediately accretive to Sunoco with respect to distributable cash flow.

#### **About Sunoco LP**

Sunoco LP (NYSE: SUN) is a master limited partnership that operates approximately 1,300 retail fuel sites and convenience stores (including APlus, Stripes, Aloha Island Mart and Tigermarket brands) and distributes motor fuel to convenience stores, independent dealers, commercial customers and distributors located in 30 states at approximately 6,800 sites. Our parent -- Energy Transfer Equity, L.P. (NYSE: ETE) -- owns Sunoco's general partner and incentive distribution rights. For more information, visit the Sunoco LP website at [www.SunocoLP.com](http://www.SunocoLP.com)

#### **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.

#### **Investor Contacts**

##### **Sunoco LP:**

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#### **Media Contact**

##### **Sunoco LP:**

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### Sunoco LP Completes Acquisition of New York-based Convenience Store Business

**DALLAS**, June 22, 2016 - Sunoco LP (NYSE: SUN) ("Sunoco") announced today that one of its wholly owned subsidiaries completed the acquisition of a retail convenience store business serving the Upstate New York market from Valentine Stores, Inc. This acquisition includes 18 company-operated locations which sell approximately 20 million gallons of fuel annually and one standalone Tim Hortons restaurant. As part of the transaction, Sunoco's subsidiary acquired a total of 19 fee properties, one leased property, and three raw tracts of land for future store development. This acquisition strengthens Sunoco's existing convenience store business in the Upstate New York market.

The purchase price for this transaction was \$76.4 million and was funded using amounts available under Sunoco's revolving credit facility. This transaction is expected to be immediately accretive to Sunoco with respect to distributable cash flow.

#### About Sunoco LP

Sunoco LP (NYSE: SUN) is a master limited partnership that operates approximately 1,300 retail fuel sites and convenience stores (including APlus, Stripes, Aloha Island Mart and Tigermarket brands) and distributes motor fuel to convenience stores, independent dealers, commercial customers and distributors located in 30 states at approximately 6,800 sites. Our parent -- Energy Transfer Equity, L.P. (NYSE: ETE) -- owns Sunoco's general partner and incentive distribution rights. For more information, visit the Sunoco LP website at [www.SunocoLP.com](http://www.SunocoLP.com)

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