

ISSUER FREE WRITING PROSPECTUS

Filed pursuant to Rule 433

Relating to Preliminary Prospectus Supplement dated July 15, 2015

Registration Statement No. 333-203965

July 15, 2015

S UNOCO LP**P R I C I N G T E R M S H E E T**

J U L Y 15, 2015

This free writing prospectus is being filed pursuant to Rule 433 of the Securities Act of 1933, as amended, and relates to the preliminary prospectus supplement filed by Sunoco LP (the “Partnership”) with the Securities and Exchange Commission on July 15, 2015 and their Registration Statement (File No. 333-203965). This issuer free writing prospectus sets forth the final pricing information related to the underwritten public offering of the Partnership’s common units representing limited partner interests. The information in this free writing prospectus updates and supersedes the information in the preliminary prospectus supplement to the extent that it is inconsistent therewith. All capitalized terms not otherwise defined in this free writing prospectus shall have the meanings given in the preliminary prospectus supplement.

Issuer:	Sunoco LP
Symbol:	SUN
Offering Size:	5,500,000 common units representing limited partner interests
Option to purchase additional common units:	Up to 825,000 additional common units
Price to public:	\$40.10 per common unit
Proceeds to SUN (after expenses) ¹ :	\$212,933,500
Trade date:	July 15, 2015
Settlement date:	July 21, 2015
Stabilization Transactions:	We have been advised by the Joint Book-Running Managers that, prior to purchasing the common units being offered pursuant to the preliminary prospectus supplement, on July 15, 2015, Morgan Stanley & Co. LLC purchased, on behalf of the syndicate, 43,344 common units at an average price of \$40.10 per common unit in stabilizing transactions.
Joint Book-Running Managers:	Morgan Stanley & Co. LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated UBS Securities LLC Wells Fargo Securities, LLC Citigroup Global Markets Inc. Credit Suisse Securities (USA) Inc. Deutsche Bank Securities Inc. Goldman, Sachs & Co. Jefferies LLC J.P. Morgan Securities LLC Raymond James & Associates, Inc. RBC Capital Markets, LLC Robert W. Baird & Co. Incorporated

¹ After deducting underwriting discounts and commissions and estimated offering expenses payable by us and assumes option to purchase additional common units is not exercised.

Sunoco LP previously filed a registration statement on Form S-3 (Registration No. 333-203965) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates, which registration statement became effective on May 7, 2015. Before you invest, you should read the prospectus supplement to the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about Sunoco LP and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov.

A copy of the preliminary prospectus supplement and prospectus relating to the offering may be obtained from the offices of:

Morgan Stanley
Attn: Prospectus Department
180 Varick Street, 2nd Floor
New York, NY 10014

BofA Merrill Lynch
222 Broadway,
New York, NY 10038
Attn: Prospectus Department
Email: dg.prospectus_requests@baml.com

UBS Investment Bank
Attn: Prospectus Department
1285 Avenue of the Americas
New York, NY 10019
(888) 827-7275

Wells Fargo Securities
Attn: Equity Syndicate Dept.
375 Park Avenue
New York, New York 10152
Phone: (800) 326-5897
cmclientsupport@wellsfargo.com

Citigroup
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, New York 11717
Phone: (800) 831-9146
prospectus@citi.com

Credit Suisse
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One Madison Avenue
New York, NY 10010
Email: newyork.prospectus@credit-suisse.com
Telephone: (800) 221-1037

Deutsche Bank Securities
Attn: Prospectus Group
60 Wall Street
New York, NY 10005-2836
Telephone: (800) 503-4611
Email: prospectus.cpdg@db.com

Goldman, Sachs & Co.
Prospectus Department
200 West Street
New York, NY 10282
Telephone: 1-866-471-2526
Email: prospectus-ny@ny.email.gs.com

Jefferies
Attn: Equity Syndicate Prospectus Department
520 Madison Avenue, 2nd Floor
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Email: Prospectus_Department@Jefferies.com

J.P. Morgan
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1155 Long Island Avenue
Edgewood, New York 11717
Phone: (866) 803-9204

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