

**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):

April 26, 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.)*

**555 East Airtex Drive
Houston, Texas 77073**

(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 April 26, 2016, Sunoco LP (the “Partnership”) issued a press release announcing that the board of directors of its general partner, Sunoco GP LLC, approved a cash distribution increase to \$0.8173 per common unit (\$3.2692 annualized) on Partnership common units for the quarter ended March 31, 2016.

A copy of the press release is set forth in Exhibit 99.1 and is 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 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 8.01. Other Events.

On April 26, 2016, the Partnership announced that the board of directors of its general partner, Sunoco GP LLC, approved a quarterly cash distribution of \$0.8173 per common unit (\$3.2692 annualized) on Partnership common units for the quarter ended March 31, 2016. The cash distribution will be paid on May 16, 2016 to unitholders of record as of the close of business on May 6, 2016.

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 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	News Release of Sunoco LP, dated April 26, 2016.

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: April 26, 2016

By: /s/ Leta McKinley

Leta McKinley

Vice President, Controller and Principal Accounting Officer



Sunoco LP Announces 2.0% Increase in Quarterly Distribution

HOUSTON , Apr. 26, 2016 -- Sunoco LP (NYSE: SUN) announced that the Board of Directors of its general partner has declared a quarterly distribution for the first quarter of 2016 of \$0.8173 per common unit, which corresponds to \$3.2692 per common unit on an annualized basis. This represents a 2.0 percent increase compared to the distribution for the fourth quarter of 2015 and a 26.7 percent increase compared with the first quarter of 2015. This increase marks the twelfth consecutive quarter that Sunoco LP has raised its distribution.

The distribution will be paid on May 16, 2016 to common unitholders of record on May 6, 2016.

Sunoco LP (NYSE: SUN) is a master limited partnership that operates approximately 1,340 convenience stores and retail fuel sites 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 SUN's general partner and incentive distribution rights. For more information, visit the Sunoco LP website at www.SunocoLP.com

Qualified Notice

This release is intended to be a qualified notice under Treasury Regulation Section 1.1446-4(b). Brokers and nominees should treat 100 percent of Sunoco LP's distributions to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, Sunoco LP's distributions to non-U.S. investors are subject to federal income tax withholding at the highest applicable effective tax rate.

Contacts

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