

**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):**

**January 27, 2016 (January 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 January 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 \$0.8013 per common unit (\$3.2052 annualized) on Partnership common units for the quarter ended December 31, 2015.

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 January 26, 2016, the Partnership announced that the board of directors of its general partner, Sunoco GP LLC, approved a quarterly cash distribution of \$0.8013 per common unit (\$3.2052 annualized) on Partnership common units for the quarter ended December 31, 2015. The cash distribution will be paid on February 16, 2016 to unitholders of record as of the close of business on February 5, 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 January 26, 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: January 27, 2016

By: /s/ Leta McKinley

Leta McKinley

Vice President, Controller and Principal Accounting Officer



### **Sunoco LP Announces 7.5% Increase in Quarterly Distribution**

**HOUSTON**, Jan. 26, 2016 -- Sunoco LP (NYSE: SUN) announced that the Board of Directors of its general partner has declared a quarterly distribution for the fourth quarter of 2015 of \$0.8013 per common unit, which corresponds to \$3.2052 per common unit on an annualized basis. This represents a 7.5 percent increase compared to the distribution for the third quarter of 2015 and a 33.6 percent increase compared with the fourth quarter of 2014. This increase marks the eleventh consecutive quarter that Sunoco LP has raised its distribution.

The distribution will be paid on February 16, 2016 to common unitholders of record on February 5, 2016.

### **About Sunoco LP**

Sunoco LP (NYSE: SUN) is a master limited partnership that operates more than 850 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, both directly as well as through its 31.58 percent interest in Sunoco, LLC, in partnership with an affiliate of Energy Transfer Partners, L.P. (NYSE: ETP). SUN's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE). For more information, visit the Sunoco LP website at [www.SunocoLP.com](http://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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