

**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 25, 2018 (January 24, 2018)**

**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, TX 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 7.01. Regulation FD Disclosure.**

On January 24, 2018, Sunoco LP (the “Partnership”) issued a press release announcing that the board of directors of its general partner, Sunoco GP LLC, (the “Board”) approved a cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended December 31, 2017.

On January 25, 2018, the Partnership issued a press release announcing the redemption of the Series A Preferred Units owned by Energy Transfer Equity, L.P. (“ETE”) for approximately \$312.6 million. In addition, the Partnership announced the agreement to repurchase 17,286,859 Partnership common units owned by affiliates of Energy Transfer Partners, L.P. (“ETP”) for approximately \$540 million. The Partnership expects to close the repurchase transaction on February 7, 2018.

A copy of the press releases are set forth in Exhibit 99.1 and Exhibit 99.2 and 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 are 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 24, 2018, the Partnership issued a press release announcing that the Board approved a cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended December 31, 2017. The cash distribution will be paid on February 6, 2018 to unitholders of record as of the close of business on February 14, 2018.

On January 25, 2018, the Partnership issued a press release announcing the redemption of the Series A Preferred Units owned by ETE for approximately \$312.6 million. In addition, the Partnership announced the agreement to repurchase 17,286,859 Partnership common units owned by affiliates of ETP for approximately \$540 million. The Partnership expects to close the repurchase transaction on February 7, 2018.

**Cautionary Statement Relevant to Forward-Looking Information**

This Current Report on Form 8-K includes forward-looking statements regarding future events. These forward-looking statements are based on the Partnership’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 the Partnership’s most recently filed Annual Report on Form 10-K and in other filings made by the Partnership with the Securities and Exchange Commission. While the Partnership 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.

**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 Exhibits 99.1 and 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 Number</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press Release Announcing Quarterly Distribution</a>
99.2	<a href="#">Joint Press Release Announcing Redemption of Preferred Units and Repurchase of Common Units</a>

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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.

Date: January 25, 2018

**SUNOCO LP**

By: Sunoco GP LLC, its general partner

By: /s/ Thomas R. Miller

Name: Thomas R. Miller

Title: Chief Financial Officer



### **Sunoco LP Maintains Quarterly Distribution**

**DALLAS**, January 24, 2018 - Sunoco LP (NYSE: SUN) ("SUN") announced that the Board of Directors of its general partner declared a quarterly distribution for the fourth quarter of 2017 of \$0.8255 per common unit, which corresponds to \$3.3020 per common unit on an annualized basis. The distribution will be paid on February 14, 2018 to common unitholders of record on February 6, 2018.

### **About Sunoco LP**

Sunoco LP (NYSE: SUN) is a master limited partnership that distributes motor fuel to approximately 9,200 convenience stores, independent dealers, commercial customers and distributors located in more than 30 states. SUN's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE).

### **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 SUN's distributions to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, SUN'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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## News Release

### **Sunoco LP and Energy Transfer Announce Redemption of Sunoco Series A Preferred Units and Repurchase of Sunoco Common Units**

**DALLAS**, January 25, 2018 - Sunoco LP (NYSE: SUN) ("Sunoco") and Energy Transfer Equity, L.P. (NYSE: ETE) ("ETE") announced that today Sunoco will redeem all outstanding Series A Preferred Units held by ETE for an aggregate redemption amount of approximately \$312.6 million. The redemption amount includes the original consideration of \$300 million and a 1% call premium plus accrued and unpaid quarterly distributions. ETE intends to use proceeds from the redemption of the Sunoco Series A Preferred Units to repay amounts outstanding under its revolving credit facility.

Sunoco and Energy Transfer Partners, L.P. (NYSE: ETP) ("ETP") also announced today they have entered into a Common Unit Repurchase Agreement, whereby Sunoco will repurchase 17,286,859 Sunoco common units owned by ETP for aggregate cash consideration of approximately \$540 million. The repurchase price per common unit is \$31.2376, which is equal to the volume weighted average trading price of Sunoco common units on the New York Stock Exchange for the ten trading days ending on January 23, 2018. Sunoco will fund the repurchase with cash on hand and expects to close the transaction on February 7, 2018, after the record date for Sunoco's fourth quarter 2017 cash distributions. ETP intends to use the proceeds from the sale of the Sunoco common units to repay amounts outstanding under its revolving credit facility.

#### **About Sunoco LP**

Sunoco LP (NYSE: SUN) is a master limited partnership that distributes motor fuel to approximately 9,200 convenience stores, independent dealers, commercial customers and distributors located in more than 30 states. SUN's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE).

#### **About Energy Transfer**

Energy Transfer Equity, L.P. (NYSE: ETE) is a master limited partnership that owns the general partner and 100% of the incentive distribution rights (IDRs) of Energy Transfer Partners, L.P. (NYSE: ETP) and Sunoco LP (NYSE: SUN). ETE also owns Lake Charles LNG Company. On a consolidated basis, ETE's family of companies owns and operates a diverse portfolio of natural gas, natural gas liquids, crude oil and refined products assets, as well as retail and wholesale motor fuel operations and LNG terminalling.

Energy Transfer Partners, L.P. (NYSE: ETP) is a master limited partnership that owns and operates one of the largest and most diversified portfolios of energy assets in the United States. Strategically positioned in all of the major U.S. production basins, ETP owns and operates a geographically diverse portfolio of complementary natural gas midstream, intrastate and interstate transportation and storage assets; crude oil, natural gas liquids (NGL) and refined product transportation and terminalling assets; NGL fractionation assets; and various acquisition and marketing assets. ETP's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE).

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The information contained in this press release is available on the Sunoco LP website at [www.SunocoLP.com](http://www.SunocoLP.com) and the Energy Transfer website at [www.energytransfer.com](http://www.energytransfer.com).

### **Forward-Looking Statements**

This press release may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Forward-looking statements may be identified by the use of the words "anticipates," "expects," "intends," "plans," "should," "could," "would," "may," "will," "believes," "estimates," "potential," "opportunity," "value-creating," "designed," "predict," "seek," "ongoing," "increases" or "continue" and variations or similar expressions. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in Annual Reports on Form 10-K filed by SUN, ETE and ETP and other documents filed from time to time with the Securities and Exchange Commission. The partnerships undertake no obligation to update or revise any forward-looking statement to reflect new information or events.

### **Contacts**

#### **Sunoco LP**

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