
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 8, 2018

SUNOCO LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35653
(Commission
File Number)

30-0740483
(IRS Employer
Identification No.)

8020 Park Lane, Suite 200
Dallas, TX 75231
(Address of principal executive offices)

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 as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On January 8, 2018, certain subsidiaries of Sunoco LP, a Delaware limited partnership (the “Partnership”) entered into a letter agreement to amend certain terms of that certain Asset Purchase Agreement (the “Purchase Agreement”), by and among Susser Petroleum Property Company LLC, a Delaware limited liability company (“PropCo”), Sunoco Retail LLC, a Pennsylvania limited liability company (“Sunoco Retail”), Stripes LLC, a Texas limited liability company (“Stripes”), Town & Country Food Stores, Inc., a Texas corporation (“Town & Country”), MACS Retail LLC, a Virginia limited liability company (“MACS,” and, together with PropCo, Sunoco Retail, Stripes and Town & Country, referred to herein collectively as “Sellers,” and each, individually, as a “Seller”), 7-Eleven, Inc., a Texas corporation (“7-Eleven”) and SEI Fuel Services, Inc., a Texas corporation and wholly-owned subsidiary of 7-Eleven (“SEI Fuel,” and, together with 7-Eleven, referred to herein collectively as “Buyers,” and each, individually, as a “Buyer”), and certain other parties to the Purchase Agreement, solely for the purposes set forth therein.

Pursuant to the terms of the letter agreement, Sellers and Buyers have agreed to amend the Purchase Agreement to extend the outside date to January 24, 2018, with the option to extend such date to a later date to which Buyers and Sellers mutually agree.

The foregoing description of the letter agreement is only a summary of such agreement, does not purport to be complete, and is subject to, and qualified in its entirety by reference to the letter agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference and to the Purchase Agreement and corresponding Current Report on Form 8-K filed on April 6, 2017, which is incorporated herein by reference.

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

**Exhibit
No.**

Exhibit Description

10.1

[Letter Agreement by and among by and among Susser Petroleum Property Company LLC, Sunoco Retail LLC, Stripes LLC, Town & Country Food Stores, Inc., MACS Retail LLC, 7-Eleven, Inc. and SEI Fuel Services, Inc., dated as of January 8, 2018.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNOCO LP

/s/ Thomas R. Miller

By: Thomas R. Miller

Title: Chief Financial Officer

Dated: January 9, 2018



January 8, 2018

7-Eleven, Inc.
SEI Fuel Services, Inc.
3200 Hackberry Road
Irving, Texas 75063
Attn: Ian Williams

Re: Extension of End Date

Dear Mr. Williams:

Reference is made to that certain Asset Purchase Agreement, dated April 6, 2017, by and among Susser Petroleum Property Company LLC, a Delaware limited liability company ("**PropCo**"), Sunoco Retail LLC, a Pennsylvania limited liability company ("**Sunoco Retail**"), Stripes LLC, a Texas limited liability company ("**Stripes**"), Town & Country Food Stores, Inc., a Texas corporation ("**Town & Country**") and MACS Retail LLC, a Virginia limited liability company ("**MACS**," and, together with PropCo, Sunoco Retail, Stripes and Town & Country, referred to herein collectively as "**Sellers**," and each, individually, as a "**Seller**"), 7-Eleven, Inc., a Texas corporation ("**7-Eleven**") and SEI Fuel Services, Inc., a Texas corporation and wholly-owned subsidiary of 7-Eleven ("**SEI Fuel**," and, together with 7-Eleven, referred to herein collectively as "**Buyers**," and each, individually, as a "**Buyer**") and Sunoco Finance Corp., a Delaware corporation, Sunoco, LLC, a Delaware limited liability company and Sunoco LP, a Delaware limited partnership, solely for the purposes set forth therein (as may be amended, the "**Purchase Agreement**"). Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Purchase Agreement.

For good and valuable consideration, the receipt of which is hereby acknowledged, Buyers and Sellers hereby agree as follows:

1. Pursuant to Section 11.4 of the Purchase Agreement, Section 10.1(b) of the Purchase Agreement is hereby amended and restated in its entirety to read as follows:

"(b) By Buyers or Sellers, by written notice given before the Closing, if the Closing has not occurred on or before January 24, 2018; provided, however, that such date may be extended to a later date on which Buyers and Sellers may mutually agree to in writing;"

2. The provisions of the Purchase Agreement set forth in Sections 11.2, 11.3, 11.4, 11.6, 11.8, 11.9, 11.10, 11.13, 11.15, 11.16, 11.18 and 11.19 shall apply mutatis mutandis to this letter agreement.

[Signature Pages Follow]

If the foregoing accurately reflects our understanding regarding the subject matters discussed in this letter agreement, please so indicate by executing this letter agreement where indicated below.

Very truly yours,

SUSSER PETROLEUM PROPERTY COMPANY LLC

By: /s/ Joseph Kim
Name: Joseph Kim
Title: President & Chief Executive Officer

SUNOCO RETAIL LLC

By: /s/ Joseph Kim
Name: Joseph Kim
Title: President & Chief Executive Officer

TOWN & COUNTRY FOOD STORES, INC.

By: /s/ Arnold Dodderer
Name: Arnold Dodderer
Title: General Counsel & Secretary

STRIPES LLC

By: /s/ Joseph Kim
Name: Joseph Kim
Title: President & Chief Executive Officer

MACS RETAIL LLC

By: /s/ Joseph Kim
Name: Joseph Kim
Title: President & Chief Executive Officer

SIGNATURE PAGE
SIDE LETTER

AGREED AND ACCEPTED:

7-ELEVEN, INC.

By: /s/ Bentley Tison
Name: Bentley Tison
Title: Senior Vice President Acquisition Integration

SEI FUEL SERVICES, INC.

By: /s/ Bentley Tison
Name: Bentley Tison
Title: Senior Vice President Acquisition Integration