

**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 3, 2018 (April 2, 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. ☐

Item 7.01. Regulation FD Disclosure.

On April 2, 2018, Sunoco LP (the “Partnership”) issued a press release announcing the completion of the conversion of its 207 retail sites located in certain West Texas, Oklahoma and New Mexico markets to a single commission agent.

On April 3, 2018, the Partnership issued a press release announcing the execution of a definitive agreement to purchase certain wholesale fuel distribution and terminal assets from Superior Plus Corporation for approximately \$40 million plus working capital adjustments. The acquisition is subject to customary closing conditions and is expected to close in April 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”).

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 number 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.**EXHIBIT INDEX**

See the Exhibit Index set forth below for a list of exhibits included with this Form 8-K.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<u>News Release of Sunoco LP, dated April 2, 2018</u>
99.2	<u>News Release of Sunoco LP, dated April 3, 2018</u>

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: April 3, 2018

SUNOCO LP

By: Sunoco GP LLC, its general partner

By: */s/ Leta McKinley*

Leta McKinley

Vice President, Controller and Principal Accounting
Officer



Sunoco LP Completes Its Conversion of West Texas Retail Sites to Commission Agent Model

DALLAS, April 2, 2018 - Sunoco LP (NYSE: SUN) ("Sunoco") today announced the completion of the conversion of its 207 retail sites located in certain West Texas, Oklahoma and New Mexico markets to a single commission agent. With this conversion complete, Sunoco's transition out of the majority of its convenience store operations in the continental U.S. is effectively complete. Sunoco will continue to operate sites along the New Jersey and New York toll roads along with its retail operations in Hawaii.

Under the commission agent model, Sunoco owns, prices and sells fuel at the sites, paying the agent a fixed cents-per-gallon commission. In addition, Sunoco continues to own approximately two-thirds of this portfolio in fee and will receive rental income from the commission agent, who will conduct all operations related to the convenience store and any related restaurant locations.

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).

The information contained in this press release is available on the Sunoco LP website at www.SunocoLP.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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Sunoco LP Announces Definitive Agreement to Acquire the Wholesale Fuel Distribution and Terminal Business from Superior Plus Corporation

DALLAS, April 3, 2018 - Sunoco LP (NYSE: SUN) ("Sunoco") announced today the execution of a definitive agreement to purchase certain assets from Superior Plus Corporation (TSX: SPB) for approximately \$40 million plus working capital adjustments. The assets consist of a network of approximately 100 dealers, several hundred commercial contracts and three terminals, which are connected to major pipelines serving the Upstate New York market. The wholesale fuels business sells approximately 200 million gallons of fuel annually through multiple channels. The three terminals have a combined 17 tanks with 429 thousand barrels of storage capacity.

The acquisition is consistent with Sunoco's strategy of utilizing its scale to grow the core fuel distribution business and adding fee-based refined product terminals into the overall portfolio. The acquisition is subject to customary closing conditions and is expected to close in April 2018. The transaction is expected to be immediately accretive to Sunoco with respect to distributable cash flow.

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).

The information contained in this press release is available on the Sunoco LP website at www.SunocoLP.com.

Forward-Looking Statements

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Contacts

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