

**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, 2019

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.)*

8111 Westchester Drive, Suite 400
Dallas, TX 75225
(Address of principal executive offices, including zip codes)

Registrant's telephone number, including area code: (214) 981-0700

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 January 25, 2019, 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, 2018.

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 25, 2019, 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, 2018. The cash distribution will be paid on February 14, 2019 to unitholders of record as of the close of business on February 6, 2019.

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 25, 2019

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, 2019

SUNOCO LP

By: Sunoco GP LLC, its general partner

By: /s/ Camilla A. Harris

Name: Camilla A. Harris

Title: Vice President, Controller and Principal Accounting Officer



Sunoco LP Maintains Quarterly Distribution

4Q 2018 Earnings Release and Earnings Call Dates Also Announced

DALLAS, January 25, 2019 - Sunoco LP (NYSE: SUN) ("SUN") announced that the Board of Directors of its general partner declared a quarterly distribution for the fourth quarter of 2018 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, 2019 to common unitholders of record on February 6, 2019.

SUN will release its fourth quarter 2018 financial and operating results after the market closes on Wednesday, February 20. In conjunction with the news release, management will hold a conference call on Thursday, February 21 at 9:30 a.m. Central Time (10:30 a.m. Eastern Time) to discuss SUN's results.

By Phone: Dial 877-407-6184 (toll free) or 201-389-0877 at least 10 minutes before the call. A replay will be available through February 28, 2019 by dialing 877-660-6853 (toll free) or 201-612-7415 and using the conference ID 13686184#.

By Webcast: Connect to the webcast via the Events and Presentations pages of SUN's Investor Relations website at www.SunocoLP.com. Please log in at least 10 minutes in advance to register and download any necessary software. A replay will be available shortly after the call.

About Sunoco LP

Sunoco LP (NYSE: SUN) is a master limited partnership that distributes motor fuel to approximately 10,000 convenience stores, independent dealers, commercial customers and distributors located in more than 30 states. SUN's general partner is owned by Energy Transfer Operating, L.P., a wholly owned subsidiary of Energy Transfer LP (NYSE: ET).

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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