

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K/A

CURRENT REPORT

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

March 11, 2022

Date of Report (Date of earliest event reported)

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.)

**8111 Westchester Drive, Suite 400
Dallas , Texas 75225**

(Address of principal executive offices, including zip code)

(214) 981-0700

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Units Representing Limited Partner Interests	SUN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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. ☐

Introductory Note

On March 15, 2022, Sunoco LP (the “Partnership”) filed a Current Report on Form 8-K (the “Original Report”) with the Securities and Exchange Commission to report, among other events, the departure of Mr. Matthew S. Ramsey from the board of directors (the “Board”) of Sunoco GP LLC, the general partner of the Partnership (the “General Partner”). This Amendment No. 1 to the Original Report amends Item 5.02 to add information regarding the accelerated vesting of Mr. Ramsey’s Partnership common units upon retirement from the Board. No other changes have been made to the Original Report.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

In connection with Mr. Ramsey’s retirement, on April 1, 2022, the Board's Compensation Committee approved the accelerated vesting of 38,658 of his unvested Partnership common units. Mr. Ramsey’s remaining unvested Partnership common units vested automatically upon his retirement pursuant to the terms of the unit award agreements.

SIGNATURE

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 6, 2022

SUNOCO LP

By: Sunoco GP LLC, its general partner

By: /s/ Arnold Dodderer

Arnold Dodderer

General Counsel and Assistant Secretary