

**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):**  
**October 26, 2016**

**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))
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**Item 7.01. Regulation FD Disclosure.**

On October 26, 2016, Sunoco LP (the “Partnership”) issued a press release announcing that the board of directors of its general partner, Sunoco GP LLC, approved a cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended September 30, 2016.

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 October 26, 2016, the Partnership announced that the board of directors of its general partner, Sunoco GP LLC, approved a quarterly cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended September 30, 2016. The cash distribution will be paid on November 15, 2016 to unitholders of record as of the close of business on November 7, 2016.

**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 October 26, 2016.

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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: October 26, 2016

**SUNOCO LP**

By: Sunoco GP LLC, its general partner

By: /s/ Leta McKinley

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Leta McKinley

Vice President, Controller and Principal  
Accounting Officer

## News Release



### Sunoco LP Maintains Quarterly Distribution

#### 3Q 2016 Earnings Release and Earnings Call Dates Also Announced

DALLAS, October 26, 2016 - Sunoco LP (NYSE: SUN) ("SUN") announced that the Board of Directors of its general partner declared a quarterly distribution for the third quarter of 2016 of \$0.8255 per common unit, which corresponds to \$3.3020 per common unit on an annualized basis. The third quarter distribution is unchanged from the second quarter 2016 distribution and reflects a 10.7 percent increase compared to the distribution for the third quarter of 2015. The distribution will be paid on November 15, 2016 to common unitholders of record on November 7, 2016.

SUN will release its third quarter 2016 financial and operating results after the market closes on Wednesday, November 9. In conjunction with the news release, management will hold a conference call on Thursday, November 10, at 9:00 a.m. Central Time (10:00 a.m. Eastern Time) to discuss SUN's results.

**By Phone:** Dial 412-902-0003 at least 10 minutes before the call. A replay will be available through November 17 by dialing 201-612-7415 and using the conference ID 13648148#.

**By Webcast:** Connect to the webcast via the Events and Presentations pages of SUN's Investor Relations website at [www.SunocoLP.com](http://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.

**Sunoco LP (NYSE: SUN)** is a master limited partnership that operates approximately 1,340 retail fuel sites and convenience stores (including APlus, Stripes, Aloha Island Mart and Tigermarket brands) and distributes motor fuel to convenience stores, independent dealers, commercial customers and distributors located in more than 30 states at approximately 6,900 sites. Our parent -- Energy Transfer Equity, L.P. (NYSE: ETE) -- owns Sunoco's general partner and incentive distribution rights.

#### 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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