

**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):  
November 16, 2018 (November 15, 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.)*

**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. ☐

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**Item 7.01. Regulation FD Disclosure.**

On November 15, 2018, Sunoco LP issued a press release announcing the execution of a definitive agreement to purchase the refined products terminalling business from American Midstream Partners, LP for approximately \$125 million plus working capital adjustments.

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 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	<a href="#">Press Release of Sunoco LP, dated November 15, 2018</a>

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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: November 16, 2018

**SUNOCO LP**

By: Sunoco GP LLC, its general partner

By: */s/ Camilla A. Harris*

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Camilla A. Harris

Vice President, Controller and Principal Accounting  
Officer



## Sunoco LP Announces Definitive Agreement to Acquire Refined Products Terminals From American Midstream Partners LP

**DALLAS**, Nov. 15, 2018 -- Sunoco LP (NYSE: SUN) ("Sunoco") announced today the execution of a definitive agreement to purchase the refined products terminalling business from American Midstream Partners, LP (NYSE: AMID) for approximately \$125 million plus working capital adjustments.

The refined products terminalling business consists of terminals located in Caddo Mills, Texas and North Little Rock, Arkansas with a combined 21 tanks, approximately 1.3 million barrels of storage capacity and approximately 77,500 barrels per day of total throughput capacity.

The acquisition builds on Sunoco's strategy of adding fee-based refined product terminals into the overall portfolio. The acquisition is subject to customary closing conditions including clearance under the Hart-Scott-Rodino Act and is expected to close in the fourth quarter of 2018. The transaction is expected to be accretive to Sunoco with respect to distributable cash flow in the first year.

### 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 subsidiary of Energy Transfer LP (NYSE: ET).

### 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. 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 the Partnership's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

The information contained in this press release is available on our website at [www.SunocoLP.com](http://www.SunocoLP.com)

### Contacts

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