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

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): October 27, 2025

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
(Address of Principal Executive Offices)

75225
(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:

Title of Each Class	Trading Symbol(s)	Name Of Each Exchange On Which Registered
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.

Item 7.01 Regulation FD Disclosure.

On October 27, 2025, Sunoco LP issued a press release announcing that (i) subject to the satisfaction or waiver of customary closing conditions, it expects to close its previously announced acquisition of Parkland Corporation (“Parkland”) on October 31, 2025, and (ii) the common units representing limited liability company interests in SunocoCorp LLC to be issued to Parkland shareholders in connection with the closing are expected to begin trading on the New York Stock Exchange on November 3, 2025 under the ticker symbol “SUNC”. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 7.01 by reference.

Forward Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In this context, forward-looking statements often address future business and financial events, conditions, expectations, plans or ambitions, and often include, but are not limited to, words such as “believe,” “expect,” “may,” “will,” “should,” “could,” “would,” “anticipate,” “estimate,” “intend,” “plan,” “seek,” “see,” “target” or similar expressions, or variations or negatives of these words, but not all forward-looking statements include such words. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the Transaction and the timing and anticipated benefits thereof. All such forward-looking statements are based upon current plans, estimates, expectations and ambitions that are subject to risks, uncertainties and assumptions, many of which are beyond the control of Sunoco or Parkland, that could cause actual results to differ materially from those expressed in such forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: the completion of the Transaction on the anticipated terms and timing, or at all; the anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, prospects, business and management strategies for the management, expansion and growth of the combined company’s operations, including the possibility that any of the anticipated benefits of the Transaction will not be realized or will not be realized within the expected time period; the ability of Sunoco and Parkland to integrate the business successfully and to achieve anticipated synergies and value creation; potential litigation relating to the Transaction that could be instituted against Sunoco, Parkland or their directors; the satisfaction or waiver of customary closing conditions; actions by persons or others, the risk that disruptions from the Transaction will harm Sunoco’s or Parkland’s business, including current plans and operations and that management’s time and attention will be diverted on issues related to the Transaction; potential adverse reactions or changes to business relationships, including with employees, suppliers, customers, competitors or credit rating agencies, resulting from the Transaction; the potential for modification or adjustment of the arrangement agreement governing the terms of the Transaction; the parties’ ability to satisfy their respective conditions and consummate the Transaction; rating agency actions and Sunoco and Parkland’s ability to access short and long-term debt markets on a timely and affordable basis; potential business uncertainty, including the outcome of commercial negotiations and changes to existing business relationships during the pendency of the Transaction that could affect Sunoco’s and/or Parkland’s financial performance and operating results; certain restrictions during the pendency of the Transaction that may impact Parkland’s ability to pursue certain business opportunities or strategic transactions or otherwise operate its business; dilution caused by Sunoco’s issuance of additional units representing limited partner interests in connection with the Transaction; fees, costs and expenses and the possibility that the Transaction may be more expensive to complete than anticipated; and those risks and uncertainties described (i) under the heading “Risk Factors” in the management information circular and proxy statement dated May 26, 2025, under the headings “Cautionary Statement Regarding Forward-Looking Information” and “Risk Factors” in Parkland’s current Annual Information Form dated March 5, 2025, and under the headings “Forward-Looking Information” and “Risk Factors” included in Parkland’s Q2 2025 Management’s Discussion and Analysis dated August 5, 2025, each as filed on the System for Electronic Data Analysis and Retrieval + in Canada (SEDAR+) and available on Parkland’s website at <http://www.parkland.ca>, (ii) in Item 1A of Sunoco’s Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission (“SEC”) on February 14, 2025 and (iii) in Item 1A of Sunoco’s Quarterly Reports on Form 10-Q, filed with the SEC on May 8, 2025 and August 7, 2025. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Readers are cautioned not to place undue reliance on this forward-looking information, which is as of the date of this Current Report on Form 8-K. Neither Sunoco nor Parkland intends to update these statements, unless required by the securities laws to do so, or undertake any obligation to publicly release the result of any revisions to any such forward-looking statements that may be made to reflect events or circumstances after the date of this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
Exhibit 99.1	Press Release, dated as of October 27, 2025
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

SUNOCO LP

By: SUNOCO GP LLC, its general partner

By: /s/ Rick Raymer

Name: Rick Raymer

Title: Vice President, Controller and Principal Accounting Officer

Date: October 27, 2025



Sunoco LP Announces Expected Closing Date for Acquisition of Parkland Corporation and NYSE Listing Information for SunocoCorp LLC (“SUNC”)

DALLAS, October 27, 2025—Sunoco LP (NYSE: SUN) (“Sunoco” or the “Partnership”) announced today that the previously announced proposed acquisition of Parkland Corporation (TSX: PKI) (“Parkland”) by Sunoco (the “Transaction”) is expected to close on October 31, 2025, subject to the satisfaction or waiver of customary closing conditions.

Sunoco also announced that on November 3, 2025, the Common Units of SunocoCorp LLC (“SunocoCorp”) that will be issued to Parkland shareholders in connection with the Transaction are expected to begin trading on the New York Stock Exchange under the ticker symbol “SUNC”.

As of the closing of the Transaction, SunocoCorp will have an approximate 27% limited partner interest in Sunoco LP’s outstanding common units.¹

About Sunoco LP

Sunoco is a leading energy infrastructure and fuel distribution master limited partnership operating in over 40 U.S. states, Puerto Rico, Europe, and Mexico. The Partnership’s midstream operations include an extensive network of approximately 14,000 miles of pipeline and over 100 terminals. This critical infrastructure complements the Partnership’s fuel distribution operations, which serve approximately 7,400 Sunoco and partner branded locations and additional independent dealers and commercial customers. SUN’s general partner is owned by Energy Transfer LP (NYSE: ET).

Forward-Looking Statements

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All such forward-looking statements are based upon current plans, estimates, expectations and ambitions that are subject to risks, uncertainties and assumptions, many of which are beyond the control of Sunoco or Parkland, that could cause actual results to differ materially from those expressed in such forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: the completion of the Transaction on the anticipated terms and timing, or at all; the anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, prospects, business and management strategies for the management, expansion and growth of the combined company’s operations, including the possibility that any of the anticipated benefits of the Transaction will not be realized or will not be realized within the expected time period; the ability of Sunoco and Parkland to integrate the business successfully and to achieve anticipated synergies and value creation; potential litigation relating to the Transaction that could be instituted against Sunoco, Parkland or their directors; the satisfaction or waiver of customary closing conditions; actions by persons or others, the risk that disruptions from the Transaction will harm Sunoco’s or Parkland’s business, including current plans and operations and that management’s time and attention will be diverted on Transaction-related issues; potential adverse reactions or changes to business relationships, including with employees, suppliers, customers, competitors or credit rating agencies, resulting from the Transaction; the potential for modification or adjustment of the arrangement agreement governing the terms of the Transaction; the parties’ ability to satisfy their respective conditions and consummate the Transaction; rating agency actions and Sunoco and Parkland’s ability to access short and long-term debt markets on a timely and affordable basis; potential business uncertainty, including the outcome of commercial negotiations and changes to existing business relationships during the pendency of the Transaction that could affect Sunoco’s and/or Parkland’s financial performance and operating results; certain restrictions during the pendency of the Transaction that may impact Parkland’s ability to pursue certain business opportunities or strategic transactions or otherwise operate its business; dilution caused by Sunoco’s issuance of additional units representing limited partner interests in connection with the Transaction; fees, costs and expenses and the possibility that the Transaction may be more expensive to complete than anticipated; and those risks and uncertainties described (i) under the heading “Risk Factors” in the management information circular and proxy statement dated May 26, 2025, under the headings “Cautionary Statement Regarding Forward-Looking Information” and “Risk Factors” in Parkland’s current Annual Information Form dated March 5, 2025, and under the headings “Forward-Looking Information” and “Risk Factors” included in Parkland’s Q2 2025 Management’s Discussion and Analysis dated August 5, 2025, each as filed on the System for Electronic Data Analysis and Retrieval + in Canada (SEDAR+) and available on Parkland’s website at <http://www.parkland.ca>, (ii) in Item 1A of Sunoco’s Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission (“SEC”) on February 14, 2025 and (iii) in Item 1A of Sunoco’s Quarterly Reports on Form 10-Q, filed with the SEC on May 8, 2025 and August 7, 2025. 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Contacts

SUN Investors:

Scott Grischow, Treasurer, Senior Vice President – Finance
(214) 840-5660, scott.grischow@sunoco.com

SUN Media:

Chris Cho, Senior Manager – Communications
(469) 646-1647, chris.cho@sunoco.com

¹ Calculated as a percentage of the total number of (i) Sunoco’s publicly-traded common units representing limited partner interests outstanding as of June 30, 2025, *plus* (ii) the Sunoco Class D common units to be issued to SunocoCorp in connection with the Transaction.