

**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):**

**December 21, 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 December 21, 2016, Sunoco LP issued a press release announcing it has amended certain key items of its \$1.5 billion Revolving Credit Facility and \$2.0 billion Term Loan Agreement to provide temporary covenant relief and financial flexibility over the upcoming quarters.

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	News Release of Sunoco LP, dated December 21, 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: December 21, 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 Announces Amendment to its Credit Facilities**

**DALLAS**, December 21, 2016 - Sunoco LP (NYSE: SUN) ("SUN" or the "Partnership") announced today it has amended certain key items of its \$1.5 billion Revolving Credit Facility and \$2.0 billion Term Loan Agreement to provide temporary covenant relief and financial flexibility over the upcoming quarters.

Key terms to the Amendment include:

- SUN's Maximum Leverage Ratio will be increased to 6.75x beginning in the fourth quarter 2016 through 12/31/2017, with the following step-downs thereafter:
  - 6.50x at 3/31/2018,
  - 6.25x at 6/30/2018,
  - 6.00x at 9/30/2018,
  - 5.75x at 12/31/2018,
  - 5.50x at 3/31/2019 and thereafter
- SUN's Maximum Senior Secured Leverage Ratio will be set at 3.75x beginning with the fourth quarter 2016 through 12/31/2017, decreasing to 3.50x at 3/31/18 and falling away upon full repayment of Term Loan A
- SUN's Minimum Interest Coverage Ratio will be set at 2.25x, falling away when the Maximum Leverage Ratio covenant level returns to 5.50x

SUN will file a Form 8-K with the United States Securities and Exchange Commission relating to the amendment, which will include a copy of the amendment and further information regarding its terms.

**About Sunoco LP**

Sunoco LP (NYSE: SUN) is a master limited partnership that operates approximately 1,345 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. For more information, visit the Sunoco LP website at [www.SunocoLP.com](http://www.SunocoLP.com)

**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****Investors:**

Scott Grischow, Senior Director - Investor Relations and Treasury  
(214) 840-5660, [scott.grischow@sunoco.com](mailto:scott.grischow@sunoco.com)

Patrick Graham, Senior Analyst - Investor Relations and Finance  
(214) 840-5678, [patrick.graham@sunoco.com](mailto:patrick.graham@sunoco.com)

**Media:**

Alyson Gomez, Director - Communications  
(469) 646-1758, [alyson.gomez@sunoco.com](mailto:alyson.gomez@sunoco.com)

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