

**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):**  
**January 18, 2019**

**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 January 18, 2019, Sunoco LP ("Sunoco") issued a press release announcing the completion of the acquisition of the wholesale fuel distribution business from Schmitt Sales, Inc. and the execution of a definitive agreement to acquire certain convenience store locations from Speedway LLC. Additionally, Sunoco announced the execution of a definitive asset purchase agreement for the sale of Sunoco's ethanol plant in Fulton, New York.

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 January 18, 2019</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: January 18, 2019

**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 Fuel Distribution Acquisitions and Strategic Divestiture of its Ethanol Facility

**DALLAS**, January 18, 2019 - Sunoco LP (NYSE: SUN) ("Sunoco") announced the completion of the acquisition of the wholesale fuel distribution business from Schmitt Sales, Inc. and the execution of a definitive agreement to acquire certain convenience store locations from Speedway LLC. Sunoco will convert the acquired convenience store locations to wholesale distribution sites.

Combined, these wholesale fuels businesses distribute approximately 180 million gallons of fuel annually across a network of dealer and commission agent-operated locations in the Upstate New York, Ohio, Pennsylvania and West Virginia markets.

Total consideration for both acquisitions is approximately \$50 million plus working capital adjustments.

These acquisitions are consistent with Sunoco's strategy of utilizing its scale to grow the core fuel distribution business. Sunoco will fund the transactions with cash on hand and amounts available under its revolving credit facility, while continuing to maintain its targeted leverage ratio. These transactions are expected to be accretive to Sunoco with respect to distributable cash flow in the first year.

Additionally, Sunoco announced the execution of a definitive asset purchase agreement with Attis Industries Inc. (NASDAQ: ATIS) ("Attis") for the sale of Sunoco's ethanol plant, including the grain malting operation, in Fulton, New York. As part of the transaction, Sunoco will enter into a 10-year ethanol offtake agreement with Attis.

Total consideration for the divestiture is \$20 million in cash. Sunoco expects to use the proceeds to repay indebtedness as it continues to maintain its targeted leverage ratio. The transaction is subject to regulatory clearances and customary closing conditions and is expected to close in the first quarter of 2019.

### 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. Sunoco's general partner is owned by Energy Transfer Operating, L.P., a subsidiary of Energy Transfer LP (NYSE: ET).

### Cautionary Statement Relevant to Forward-Looking Information

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 Sunoco's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. Sunoco 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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