

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
|---|---|--|--|--|---|---|---|---|---|---|--|--|--|--|---|---|--|--|
| | | | | | | | | | | | | | (Check all app | (Check all applicable) | | | | |
| avid K | | | | Su | noc | o LP | [SUN] | | | | | | | | | | | |
| (Last) (First) (Middle) | | | | 3. I | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | | | | | | |
| | | | | | | | | | | | | | Officer (give title below) Other (specify below) | | | | | |
| 4761 FRANK LUKE DR. | | | | | 1/3/2022 | | | | | | | | | | | | | |
| (Street) | | | | 4. I | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | | 6. Individual o | r Joint/G | roup Filing | (Check Appl | icable Line) | |
| EX7 ==004 | | | | | | | | | | | | | | | | | | |
| ADDISON, TX 75001 | | | | | 1/5/2022 | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | Tom med by More than one reporting Ferson | | | | | |
| | | | | _ | | _ | | | | | _ | _ | | _ | | | | |
| | | | | | | | | | ed, Di | sposed o | f, or | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Trans. | Date | 2A. Deemed Execution Date, if any | | | | | | | | | | | | 7. Nature | |
| | | | | | | | (111541.0) | (Instr. 3, 4 and 5) | | , | (Instr. 3 and 4) | | rumouchon(b) | | Form: Bene | Beneficial | | |
| | | | | | | | | | | | | | | | | | Ownership (Instr. 4) | |
| | | | | | | | Code | V | Amou | (A) or | Dric | | | | | (I) (Instr. | | |
| | | | 1/3/203 | 22 | | | | v | 1 | | - | - | | 7433 | | | | |
| | | | 1/3/202 | 22 | | | A | | 2433 | 2 A | 30.0 | 00 | | 7433 | | ь . | | |
| Tab | do II Do | rivativa | Soouri | tios l | Rone | ficially | Owned (| a a | nute | oolle wo | rran | te i | ontions conver | tible see | rritios) | | | |
| | | | | | | | | | | | | | | | , | 10 | 11 27-4 | |
| Conversion | Date | Execution | Execution (Ins | | B) Derivative | | e Securities | | | | rities | s Underlying Derivati | | derivative | Ownership | Nature of Indirect | | |
| Derivative | | Date, if a | ny | | Disposed | | | | | | | | | | | Beneficial Ownership | | |
| | | | | | | | | | | | | . <i>5</i> ui | nu 1) | (msu. 5) | Owned | Security: | (Instr. 4) | |
| Security | | | | | | | | Date | F | Expiration | | Am | ount or Number of | | | | | |
| | | | | la da | v | (A) | (D) | | | | Title | | | | | | | |
| | 1 | 1 | | .cicie | · · · | I (A) | 1 (17) | ı | | | | | | | rumsu. 4) | 141 | 1 | |
| | Tab 2. Conversion or Exercise Price of | Table II - De 2. Conversion or Exercise Price of Derivative (Nature Date (Nature D | Table II - Derivative 2. Conversion or Exercise Price of Derivative A LUKE DR. (Street) Table II - Derivative 3. Trans. Jah. Deer Execution Date, if a | Table II - Derivative Securit Table II - Derivative Securit Security State Sta | Su (First) (Middle) 3. I | Avid K (First) (Middle) 3. Date (Street) (Street) Table I - Non-Derivati 2. Trans. Date 2. Trans. Date 1/3/2022 Table II - Derivative Securities Bence 2. Conversion or Exercise Price of Derivative Security 3. Trans. Date Execution Date, if any A. If Any 1/3/2022 | Avid K (First) (Middle) 3. Date of Earlie X LUKE DR. (Street) 4. If Amendment TX 75001 Table I - Non-Derivative Securities 2. Trans. Date Execution Date, if any 1/3/2022 Table II - Derivative Securities Beneficially 2. Conversion or Exercise Price of Derivative Security 3. Trans. Date Execution Date, if any Acquired Disposed (Instr. 3, 4) | Avid K (First) (Middle) 3. Date of Earliest Transa LUKE DR. (Street) 4. If Amendment, Date O TX 75001 Table I - Non-Derivative Securities Acc 2. Trans. Date 2A. Deemed Execution Date, if any 3. Trans. Code 1/3/2022 A Table II - Derivative Securities Beneficially Owned (Instr. 8) Conversion or Exercise Price of Derivative Security 3. Trans. 3A. Deemed Execution Date, if any 4. Trans. Code 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Sunoco LP [SUN] (First) (Middle) 3. Date of Earliest Transaction (Street) 4. If Amendment, Date Origin 1/5/202 Table I - Non-Derivative Securities Acquire 2. Trans. Date 2A. Deemed Execution Date, if any Code V 1/3/2022 | Sunoco LP [SUN] (First) (Middle) 3. Date of Earliest Transaction (MM/ **X LUKE DR.** (Street) 4. If Amendment, Date Original File **TX 75001* (State) (Zip) 7. Table I - Non-Derivative Securities Acquired, Di 2. Trans. 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If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Trans. Date Execution Date, if any Execution Date, if any Execution Date, if any Derivative Securities Date or Exercise Price of Derivative Securities Date Exercisable Date | Check all applicable Sunoco LP [SUN] X _ Director | |

Explanation of Responses:

(1) This amendment is being filed to correct the number of units previously reported for the annual grant. Grant of restricted phantom units ("Award") awarded under the terms of the Sunoco LP 2018 Long-Term Incentive Plan, that will vest 60% on 01/02/2025 and 40% on 01/02/2027, generally contingent upon the reporting person's continued service on the board of directors on each applicable vesting date.

Reporting Owners

| _ 1 0 | | | | | | | | | |
|------------------------------|----------|---------------|---------|-------|--|--|--|--|--|
| Panorting Owner Name / Addre | 20 | Relationships | | | | | | | |
| Reporting Owner Name / Addre | Director | 10% Owner | Officer | Other | | | | | |
| Skidmore David K | | | | | | | | | |
| 4761 FRANK LUKE DR. | X | | | | | | | | |
| ADDISON, TX 75001 | | | | | | | | | |

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Skidmore

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.