

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):

July 27, 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: (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))

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. ☐

Item 7.01. Regulation FD Disclosure.

On July 27, 2018, Sunoco LP (the “Partnership”) issued a press release announcing that the board of directors of its general partner, Sunoco GP LLC, (the “Board”) approved a cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended June 30, 2018. In addition, the press release announced that the Partnership entered into an amended and restated revolving credit agreement with a syndicate of lenders.

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 8.01. Other Events.

On July 27, 2018, the Partnership issued a press release announcing that the Board approved a cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended June 30, 2018. The cash distribution will be paid on August 15, 2018 to unitholders of record as of the close of business on August 7, 2018.

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 July 27, 2018

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: July 27, 2018

SUNOCO LP

By: Sunoco GP LLC, its general partner

By: /s/ Camilla A. Harris

Name: Camilla A. Harris

Title: Vice President, Controller and Principal Accounting Officer



Sunoco LP Maintains Quarterly Distribution and Amends and Extends Revolving Credit Facility

2Q 2018 Earnings Release and Earnings Call Dates Also Announced

DALLAS, July 27, 2018 - Sunoco LP (NYSE: SUN) ("Sunoco") today announced that the Board of Directors of its general partner declared a quarterly distribution for the second quarter of 2018 of \$0.8255 per common unit, which corresponds to \$3.3020 per common unit on an annualized basis. The distribution will be paid on August 15, 2018 to common unitholders of record on August 7, 2018.

Sunoco today also announced it has entered into an amended and restated revolving credit agreement (the "Credit Facility") with a syndicate of lenders led by Bank of America Merrill Lynch. The Credit Facility size remains at \$1.5 billion, and includes an accordion feature that provides flexibility to increase the Credit Facility up to \$750 million, subject to additional lender commitments.

The Credit Facility matures in July 2023. Outstanding borrowings under the Credit Facility bear interest, at Sunoco's option, at either the base rate plus a margin ranging from 0.25% to 1.25% or LIBOR plus a margin ranging from 1.25% to 2.25%.

Sunoco will release its second quarter 2018 financial and operating results after the market closes on Wednesday, August 8. In conjunction with the news release, management will hold a conference call on Thursday, August 9 at 9:30 a.m. Central Time (10:30 a.m. Eastern Time) to discuss Sunoco's results.

By Phone: Dial 877-407-6184 (toll free) or 201-389-0877 at least 10 minutes before the call. A replay will be available through August 16, 2018 by dialing 877-660-6853 (toll free) or 201-612-7415 and using the conference ID 13681730#.

By Webcast: Connect to the webcast via the Events and Presentations pages of Sunoco's Investor Relations website at www.SunocoLP.com. Please log in at least 10 minutes in advance to register and download any necessary software. A replay will be available shortly after the call.

About Sunoco LP

Sunoco LP (NYSE: SUN) is a master limited partnership that distributes motor fuel to approximately 9,200 convenience stores, independent dealers, commercial customers and distributors located in more than 30 states. SUN's general partner is owned by Energy Transfer Equity, L.P. (NYSE: ETE).

The information contained in this press release is available on the Sunoco LP website at www.SunocoLP.com.

Qualified Notice

This release is intended to be a qualified notice under Treasury Regulation Section 1.1446-4(b). Brokers and nominees should treat 100 percent of SUN's distributions to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, SUN's distributions to non-U.S. investors are subject to federal income tax withholding at the highest applicable effective tax rate.

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. Forward-looking statements may be identified by the use of the words "anticipates," "expects," "intends," "plans," "should," "could," "would," "may," "will," "believes," "estimates," "potential," "opportunity," "value-creating," "designed," "predict," "seek," "ongoing," "increases" or "continue" and variations or similar expressions. 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 Annual Reports on Form 10-K filed by SUN, ETE and ETP and other documents filed from time to time with the Securities and Exchange Commission. The partnerships undertake no obligation to update or revise any forward-looking statement to reflect new information or events.

Contacts

Sunoco LP

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