
**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): September 19, 2025

SUNOCO LP

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

No. 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 September 22, 2025, Sunoco LP, a Delaware limited partnership (“Sunoco”) and Parkland Corporation, an Alberta corporation (“Parkland”) issued a joint press release announcing the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”). 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.

Item 8.01. Other Events.

As previously disclosed in a Current Report on Form 8-K, filed on May 6, 2025, Sunoco, SunocoCorp LLC, a Delaware limited liability company and wholly owned subsidiary of Sunoco (f/k/a NuStar GP Holdings, LLC) (“SunocoCorp”), 2709716 Alberta Ltd., an Alberta corporation and wholly owned subsidiary of SunocoCorp, and Parkland, entered into an Arrangement Agreement, dated as of May 4, 2025 (as amended by that certain Amending Agreement, dated as of May 26, 2025, the “Arrangement Agreement”), pursuant to which, among other things, and on the terms and subject to the conditions set forth in the Arrangement Agreement, Sunoco will acquire all of the issued and outstanding common shares of Parkland (the “Parkland Acquisition”).

The respective obligations of each party to consummate the Parkland Acquisition are subject to the satisfaction or waiver of certain customary closing conditions, including the expiration or termination of the waiting period under the HSR Act. The applicable waiting period under the HSR Act expired on September 19, 2025 at 11:59 p.m. Eastern Time.

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 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 Parkland Acquisition and the timing 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 Parkland Acquisition on the anticipated terms and timing, or at all, including obtaining regulatory approvals and the satisfaction or waiver of customary closing conditions; actions by persons or others, the risk that disruptions from the Parkland Acquisition 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 Parkland Acquisition; potential adverse reactions or changes to business relationships, including with employees, suppliers, customers, competitors or credit rating agencies, resulting from the Parkland Acquisition; the potential for modification or adjustment of the arrangement agreement governing the terms of the Parkland Acquisition; potential business uncertainty, including the outcome of commercial negotiations and changes to existing business relationships during the pendency of the Parkland Acquisition that could affect Sunoco’s and/or Parkland’s financial performance and operating results; certain restrictions during the pendency of the Parkland Acquisition that may impact Parkland’s ability to pursue certain business opportunities or strategic transactions or otherwise operate its business; 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	Joint Press Release, dated as of September 22, 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: September 22, 2025



Sunoco LP and Parkland Corporation Announce Expiration of Hart-Scott-Rodino Act Waiting Period

DALLAS, September 22, 2025 - Sunoco LP (NYSE: SUN) (“Sunoco” or the “Partnership”) and Parkland Corporation (TSX: PKI) (“Parkland”) today announced the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”), in connection with Sunoco’s pending acquisition of Parkland (the “Transaction”).

The expiration of the waiting period under the HSR Act satisfies an important regulatory approval necessary for the completion of the Transaction, which is expected to close in the fourth quarter of 2025, subject to obtaining other regulatory approvals and the satisfaction of certain customary closing conditions.

About Sunoco LP

Sunoco LP (NYSE: SUN) 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).

About Parkland

Parkland is a leading international fuel distributor, marketer, and convenience retailer with safe and reliable operations in twenty-six countries across the Americas. Parkland’s retail network meets the fuel, and convenience needs of everyday consumers. Parkland’s commercial operations provide businesses with fuel to operate, complete projects and better serve their customers. In addition to meeting its customers’ needs for essential fuels, Parkland provides a range of choices to help them lower their environmental impact, including manufacturing and blending renewable fuels, ultra-fast EV charging, a variety of solutions for carbon credits and renewables, and solar power. With approximately 4,000 retail and commercial locations across Canada, the United States, and the Caribbean region, Parkland has developed supply, distribution, and trading capabilities to accelerate growth and business performance.

Parkland’s strategy is focused on two interconnected pillars: its Customer Advantage and its Supply Advantage. Through its Customer Advantage, Parkland aims to be the first choice of our customers through our proprietary brands, differentiated offers, extensive network, competitive pricing, reliable service, and compelling loyalty program. Parkland’s Supply Advantage is based on achieving the lowest cost to serve among independent fuel marketers and distributors in the hard-to-serve markets in which it operates, through its well-positioned assets, significant scale, and deep supply and logistics capabilities. Parkland’s business is underpinned by our people and our values of safety, integrity, community, and respect, which are embedded across Parkland’s organization.

Forward-Looking Statements

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