

**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):

February 1, 2017

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 February 1, 2017, Sunoco LP (the “Partnership”) issued a press release announcing that the board of directors of its general partner, Sunoco GP LLC, approved a cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended December 31, 2016.

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 February 1, 2017, the Partnership announced that the board of directors of its general partner, Sunoco GP LLC, approved a quarterly cash distribution of \$0.8255 per common unit (\$3.3020 annualized) on Partnership common units for the quarter ended December 31, 2016. The cash distribution will be paid on February 21, 2017 to unitholders of record as of the close of business on February 13, 2017.

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 February 1, 2017.

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: February 1, 2017

SUNOCO LP

By: Sunoco GP LLC, its general partner

By: */s/ Leta McKinley*

Leta McKinley

Vice President, Controller and Principal
Accounting Officer



Sunoco LP Maintains Quarterly Distribution
4Q 2016 Earnings Release and Earnings Call Dates Also Announced

DALLAS, February 1, 2017 - Sunoco LP (NYSE: SUN) ("SUN") announced that the Board of Directors of its general partner declared a quarterly distribution for the fourth quarter of 2016 of \$0.8255 per common unit, which corresponds to \$3.3020 per common unit on an annualized basis. The fourth quarter distribution is unchanged from the third quarter 2016 distribution and reflects a 3.0 percent increase compared to the distribution for the fourth quarter of 2015. The distribution will be paid on February 21, 2017 to common unitholders of record on February 13, 2017.

SUN will release its fourth quarter 2016 financial and operating results after the market closes on Wednesday, February 22. In conjunction with the news release, management will hold a conference call on Thursday, February 23, at 9:00 a.m. Central Time (10:00 a.m. Eastern Time) to discuss SUN's results.

By Phone: Dial 201-389-0877 at least 10 minutes before the call. A replay will be available through March 3 by dialing 201-612-7415 and using the conference ID 13654403#.

By Webcast: Connect to the webcast via the Events and Presentations pages of SUN'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 operates approximately 1,345 convenience stores and retail fuel sites and distributes motor fuel to approximately 7,325 convenience stores, independent dealers, commercial customers and distributors located in 30 states. Our parent--Energy Transfer Equity, L.P. (NYSE: ETE)--owns SUN's general partner and incentive distribution rights.

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.

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