UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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):
October 10, 2017

Commission file number: 001-35653

Sunoco LP

(Exact name of registrant as specified in its charter)

Delaware	**30-0740483**
(State or other jurisdiction of Incorporation or organization)	**(IRS Employer Identification No.)**

8020 Park Lane, Suite 200
Dallas, TX 75231
(Address of principal executive offices, including zip code)

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 (§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.

The following information is furnished under Item 7.01, "Regulation FD Disclosure." This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On October 10, 2017, Sunoco LP (the "Partnership") issued a press release announcing that the Partnership and Sunoco Finance Corp. had commenced consent solicitations (the "Consent Solicitations") seeking consents from holders of their outstanding $800,000,000 aggregate principal amount of 6.250% Senior Notes due 2021 (the "2021 Notes") and $800,000,000 aggregate principal amount of 6.375% Senior Notes due 2023 (the "2023 Notes" and, together with the 2021 Notes, the "Notes") to amend the respective indentures governing the notes to, among other things, permit the consummation of the Partnership's recently announced sale of company-operated retail fuel outlets to 7-Eleven, Inc. and the sale of the Partnership's remaining company-operated retail assets located in the continental United States. The consents are being solicited from registered holders of the Notes as of the close of business on October 6, 2017 pursuant to a Consent Solicitation Statement dated October 10, 2017. The Consent Solicitations will expire at 5:00 p.m., New York City time, on October 18, 2017, unless extended. A copy of the press release relating to the Consent Solicitations is attached hereto as Exhibit 99.1, and is incorporated herein by reference. The press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes.

Certain information regarding the Consent Solicitations is set forth in Exhibit 99.2 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated October 10, 2017, announcing the Consent Solicitations.
99.2	Certain Information Regarding the Consent Solicitations.

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**
Date: October 10, 2017	By:	/s/ Thomas R. Miller
	Name:	Thomas R. Miller
	Title:	Chief Financial Officer

Exhibit 99.1

Sunoco LP and Sunoco Finance Corp. Announce Commencement of Consent Solicitations Relating to its 6.250% Senior Notes due 2021 and 6.375% Senior Notes due 2023

DALLAS, October 10, 2017 — Sunoco LP ("Sunoco") and Sunoco Finance Corp. (collectively, the "Issuers") today announced the commencement of consent solicitations (the "Consent Solicitations") to amend the indentures governing their $800 million aggregate principal amount of 6.250% Senior Notes due 2021 (CUSIP No. 86765LAF4) (the "2021 Notes") and their $800 million aggregate principal amount of 6.375% Senior Notes due 2023 (CUSIP No. 86765LAG2) (the "2023 Notes" and together with the 2021 Notes, the "Notes").

The Consent Solicitations are being made in accordance with the terms and subject to the conditions set forth in a Consent Solicitation Statement dated October 10, 2017 (the "Consent Solicitation Statement"), to holders of record as of October 6, 2017 (collectively, the "Holders"). The Consent Solicitations will expire at 5:00 p.m., New York City time, on October 18, 2017, unless extended (the "Expiration Date").

The purpose of the Consent Solicitations is to permit the consummation of Sunoco's pending sale of approximately 1,112 company-operated retail fuel outlets to 7-Eleven, Inc. and the sale of Sunoco's remaining company-operated retail assets located in the continental United States (the "Retail Divestiture"). The proposed amendments (the "Proposed Amendments") to the indentures would also eliminate any requirement to make a change of control offer at 101% of par or an asset sale offer at 100% of par as a result of the consummation of the Retail Divestiture.

Holders who validly deliver and do not validly revoke consents prior to the Expiration Date will receive a fee of $10.00 in cash per $1,000.00 principal amount of Notes, subject to the receipt of the Requisite Consents described below. The Proposed Amendments will also prohibit the Issuers from optionally redeeming the 2021 Notes and the 2023 Notes until April 15, 2019 and April 1, 2020, respectively, and provide holders the right to require the Issuers to repurchase the 2021 Notes and the 2023 Notes at 101.563% and 101.594% of the principal amount thereof, respectively, plus accrued and unpaid interest, if any, on April 15, 2019, in the case of the 2021 Notes and on April 1, 2020, in the case of the 2023 Notes.

The consent fee will be paid to consenting holders promptly after the Expiration Date, subject to the receipt of consents from holders of at least a majority in aggregate principal amount of the outstanding Notes of a series (the "Requisite Consents") prior to the Expiration Date, the execution and effectiveness of supplemental indentures effecting the Proposed Amendments, and other customary conditions described in the Consent Solicitation Statement. Holders of Notes that do not consent prior to the Expiration Date will not receive a consent fee.

Sunoco also announced today that it has issued a notice of redemption with respect to all $600 million outstanding principal amount of their 5.500% Senior Notes due 2020 (the "2020 Notes"), subject to the closing of the 7-Eleven transaction. Sunoco will redeem the 2020 Notes at a price of 102.750% of the principal amount thereof, plus accrued and unpaid interest to the redemption date. Sunoco expects the closing of the 7-Eleven transaction to occur in the fourth quarter of 2017, subject to the satisfaction or waiver of customary closing conditions.

Sunoco has retained BofA Merrill Lynch to act as Solicitation Agent in connection with the Consent Solicitations. Questions about the Consent Solicitation may be directed to BofA Merrill Lynch at (888)

292-0070 (toll free) or (980) 388-4813 (direct). Requests for copies of the Consent Solicitation Statement and related documents, and assistance relating to the procedures for delivering consents, may be obtained by contacting Ipreo LLC, the Information and Tabulation Agent, at (888) 593-9546 (toll free) or (212) 849-3880 (banks and brokers).

This press release is neither an offer to purchase or sell securities, a solicitation of an offer to purchase or sell securities, nor a solicitation of consents, and no recommendation is made as to whether or not holders of Notes should consent to the adoption of the Proposed Amendments. The Consent Solicitation is not being made to holders of Notes in any jurisdiction in which the making thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

About Sunoco

Sunoco LP (NYSE: SUN) is a master limited partnership that operates 1,353 convenience stores and retail fuel sites and distributes motor fuel to 7,937 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.

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, including statements with respect to our ability to consummate the Retail Divestiture, Consent Solicitations and redemption of 2020 Notes and the timing of such transactions. 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 the Partnership's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnership 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

Contacts

Investors:

Scott Grischow, Senior Director – Investor Relations and Treasury
(214) 840-5660, scott.grischow@sunoco.com

Derek Rabe, Senior Analyst – Investor Relations and Finance
(214) 840-5553, derek.rabe@sunoco.com

Media:

Alyson Gomez, Director – Communications
(469) 646-1758, alyson.gomez@sunoco.com

Jeamy Molina, Senior Manager – PR & Communications
(469) 646-1776, jeamy.molina@sunoco.com

<u>Certain Information Regarding the Consent Solicitations</u>

BACKGROUND OF THE SOLICITATION

Sunoco LP ("Sunoco," "we" or "our") is a Delaware master limited partnership engaged in the wholesale distribution of motor fuels to convenience stores, independent dealers, commercial customers and distributors, as well as the retail sale of motor fuels and merchandise through its company-operated convenience stores and retail fuel sites. Sunoco is the exclusive wholesale supplier of the iconic Sunoco-branded motor fuel, supplying an extensive distribution network of 5,341 Sunoco-branded company and third-party operated locations throughout the East Coast, Midwest and Southeast regions of the United States, including 246 company-operated Sunoco-branded Stripes locations in Texas and Louisiana.

On January 18, 2017, with the assistance of a third-party brokerage firm, Sunoco launched a portfolio optimization plan to market and sell 97 real estate assets. Real estate assets included in this process are company-owned locations, undeveloped greenfield sites and other excess real estate. The properties, which are located in Florida, Louisiana, Massachusetts, Michigan, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Texas and Virginia, will be sold through a sealed-bid sale. Of the 97 properties, 16 have been sold (and an additional 20 are under contract to be sold), 31 are being sold to 7-Eleven, Inc. ("7-Eleven") as described below and 9 are being sold in another transaction. The remaining 21 continue to be marketed by the third-party brokerage firm.

On April 6, 2017, Sunoco entered into an Asset Purchase Agreement with 7-Eleven and SEI Fuel Services, Inc., a Texas corporation and wholly owned subsidiary of 7-Eleven (the "Asset Purchase Agreement"). Pursuant to the Asset Purchase Agreement, Sunoco has agreed to sell a portfolio of approximately 1,112 company-operated retail fuel outlets in 19 geographic regions, together with ancillary businesses and related assets, including the Laredo Taco Company, for an aggregate purchase price of $3.3 billion (the "Retail Divestiture"). The closing of the transaction contemplated by the Asset Purchase Agreement is expected to occur in the fourth quarter of 2017, and is subject to the satisfaction or waiver of customary closing conditions, including the receipt of any approvals required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and either the satisfaction and discharge of the indentures governing our outstanding senior notes (including the indentures governing each of the $800,000,000 aggregate principal amount of 6.250% Senior Notes due 2021 (the "2021 Notes"), the $800,000,000 aggregate principal amount of 6.375% Senior Notes due 2023 (the "2023 Notes") and $600,000,000 aggregate principal amount of 5.500% Senior Notes due 2020 (the "2020 Notes")) or the consummation of successful consent solicitations to amend such indentures to permit the transaction contemplated by the Asset Purchase Agreement. We currently intend to redeem or repurchase all of our outstanding 2020 Notes with a portion of the proceeds from the Retail Divestiture; and today we announced the commencement of consent solicitations (the "Consent Solicitations") to amend the indentures governing the 2021 Notes and the 2023 Notes for the purpose, among others, of permitting the consummation of the Retail Divestiture.

In addition, with the assistance of a third-party brokerage firm, Sunoco has begun marketing efforts with respect to approximately 208 Stripes-branded retail sites located in certain West Texas, Oklahoma and New Mexico markets which were not included in the Asset Purchase Agreement.

CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of June 30, 2017:

- on a historical basis; and
- as adjusted to give effect to the Retail Divestiture and the use of net proceeds therefrom (i) to repay all borrowings outstanding under our term loan facility, (ii) to repay a portion of the borrowings outstanding under our revolving credit facility, (iii) to redeem or repurchase in whole our 2020 Notes, (iv) to repay in whole our Series A Preferred Units representing limited partner interests, (v) to repurchase $635 million outstanding aggregate principal amount of our common units representing limited partner interests and (vi) for general partnership purposes.

The information in this table is derived from, should be read together with, and is qualified in its entirety by reference to, our consolidated financial statements and related notes incorporated by reference herein. In addition, the operating statistics and credit statistics included in the table are based on management's estimates and assumptions relating to the Retail Divestiture and our ongoing business. A discussion of the risks and uncertainties that could cause actual results to differ materially from the amounts presented herein is contained in our filings with the SEC, including in our Annual Report on Form 10-K for the year ended December 31, 2016 and subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference herein.

	As of June 30, 2017		
	Historical	Adjustment	As Adjusted
		($ in millions)	
Cash and cash equivalents	$ 97	$ —	$ 97
Long-term debt (including current maturities and debt issuance costs):			
Revolving credit facility(1)	$ 825	$ (230)	$ 595
Term loan facility	1,243	(1,243)	—
5.500% Senior Notes due 2020	600	(600)	—
6.250% Senior Notes due 2021	800	—	800
6.375% Senior Notes due 2023	800	—	800
Sale-leaseback financing obligation and other long-term debt	139	—	139
Total long-term debt (including current maturities and debt issuance costs)	$ 4,407	$ (2,073)	$ 2,334
Total equity:			
Common unitholders(2)	$ 3,045	$ (635)	$ 2,410
Series A Preferred unitholder	300	(300)	—
Total partners' capital	$ 3,345	$ (935)	$ 2,410
Total capitalization	$ 7,752	$ (3,008)	$ 4,744
Operating Statistics:			
LTM Adjusted EBITDA(3)	$ 718	$ (204)	$ 514
Credit Statistics:			
LTM Adjusted EBITDA(3) / Interest Expense	3.3x		3.8x
Secured Debt / LTM Adjusted EBITDA(3)	2.9x		1.2x
Total Debt / LTM Adjusted EBITDA(3)	6.1x		4.5x
Total Debt / Total Capitalization	57%		49%

(1) Excludes approximately $20 million of letters of credit outstanding under our revolving credit facility at June 30, 2017.

(2) Based on the closing price of our common units of $30.61 on June 30, 2017 and 99,468,884 common units outstanding.

(3) Historical LTM Adjusted EBITDA reflects Adjusted EBITDA from consolidated operations (both continuing and discontinued) for each of the four quarters in the twelve-month period ended June 30, 2017. As Adjusted LTM Adjusted EBITDA reflects Adjusted EBITDA from continuing operations for the same period (which excludes retail sites to be sold in the 7-Eleven transaction and the West Texas divestment and the real estate optimization process), plus the estimated net income expected from the fuel supply agreement to be entered into by us and 7-Eleven at the closing of the 7-Eleven transaction. For a reconciliation of Adjusted EBITDA to net income, please see "Non-GAAP Financial Measures" below.

The following table sets forth the estimated sources and uses of funds in connection with the Consent Solicitations and the Retail Divestiture assuming each occurred on June 30, 2017. The actual sources and uses of funds may vary from the estimated sources and uses of funds in the table and accompanying footnotes set forth below depending on the actual timing of the Retail Divestiture, as well as the gross proceeds received from the West Texas divestment. Discussion of risks and uncertainties that could cause actual results to differ materially from the amounts presented here is contained in our filings with the SEC, including in our Annual Report on Form 10-K for the year ended December 31, 2016 and subsequent Quarterly Reports on Form 10-Q.

As of June 30, 2017			
Sources of Funds		**Use of Funds**	
	($ in millions)		
Estimated 7-Eleven Gross Proceeds(1)	$3,306	Repayment of Term Loan A	$1,243
Estimated West Texas Gross Proceeds(2)	617	Redemption of 2020 Senior Notes(3)	630
		Repayment of Borrowings under Revolving Credit Facility	230
		2021 Senior Notes Consent Fee	8
		2023 Senior Notes Consent Fee	8
		Repayment of Series A Preferred Equity(4)	303
		Estimated Tax Payment(5)	800
		Estimated Fees and Expenses(6)	66
		Estimated Unit Repurchase	635
Total	$3,923	Total	$3,923

(1) Proceeds do not reflect any purchase price adjustments that may take place at closing pursuant to the Asset Purchase Agreement.
(2) The amount of gross proceeds from the West Texas divestment reflects management's estimates based on anticipated proceeds per store from the sale of properties to 7-Eleven. Actual proceeds from the West Texas divestment may differ materially from the amount presented.
(3) Includes call premium at 102.750% and accrued and unpaid interest through December 31, 2017.
(4) Includes call premium at 101%.
(5) Includes estimated state and federal tax obligations related to the Retail Divestiture.
(6) Includes estimated general and administrative costs (including severance and retention payments).

Non-GAAP Financial Measures

Adjusted EBITDA as used throughout this Certain Information Regarding the Consent Solicitations is defined as earnings before net interest expense, income taxes, depreciation, amortization and accretion expense, as adjusted to exclude allocated non-cash compensation expense, unrealized gains and losses on commodity derivatives and inventory fair value adjustments, and certain other operating expenses reflected in net income that we do not believe are indicative of ongoing core operations, such as gain or loss on disposal of assets and non-cash impairment charges. We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because:

- Adjusted EBITDA is used as a performance measure under our revolving credit facility;
- securities analysts and other interested parties use such metrics as measures of financial performance, ability to make distributions to our unitholders and debt service capabilities; and
- our management uses them for internal planning purposes, including aspects of our consolidated operating budget, and capital expenditures.

The following table presents a reconciliation of net income to Adjusted EBITDA from consolidated operations (both continuing and discontinued) for each of the four quarters in the twelve-month period ended June 30, 2017, as well as Adjusted EBITDA for the twelve-month period ended June 30, 2017:

	Quarter Ended September 30, 2016	Quarter Ended December 31, 2016	Quarter Ended March 31, 2017	Quarter Ended June 30, 2017	Last-Twelve Months Ended June 30, 2017
	($ in millions)				
Net income (loss) and comprehensive income (loss)	$ 45	$ (585)	$ 1	$ (222)	$ (761)
Consolidated interest expense, net	54	56	64	58	232
Income tax expense (benefit)	5	(40)	(17)	(23)	(75)
Depreciation, amortization and accretion expense	78	85	87	39	289
Non-cash reductions (additions) of consolidated net income	7	638	20	368	1,033
Consolidated Adjusted EBITDA	$ 189	$ 154	$ 155	$ 220	$ 718

The following table presents a reconciliation of net income to Adjusted EBITDA from continuing operations for each of the four quarters in the twelve-month period ended June 30, 2017, as adjusted to give effect to the Retail Divestiture:

	Pro Forma Quarter Ended September 30, 2016	Pro Forma Quarter Ended December 31, 2016	Pro Forma Quarter Ended March 31, 2017	Pro Forma Quarter Ended June 30, 2017	Pro Forma Last-Twelve Months Ended June 30, 2017
	($ in millions)				
Net income (loss) and comprehensive income (loss)(1)	$ 76	$ (554)	$ 32	$ (191)	$ (637)
Less income from discontinued operations, net of income taxes(2)	30	(656)	(14)	(256)	(896)
Income (loss) from continuing operations	$ 46	$ 102	$ 46	$ 65	$ 259
Consolidated interest expense, net	$ 47	$ 49	$ 57	$ 54	$ 207
Income tax expense (benefit)	(8)	(21)	(13)	(57)	(99)
Depreciation, amortization and accretion expense	31	41	30	33	135
Non-cash reductions (additions) of consolidated net income	5	(41)	9	39	12
Adjusted EBITDA – Continuing Operations	$ 121	$ 130	$ 129	$ 134	$ 514

(1) Includes the estimated net income expected from the fuel supply agreement to be entered into by us and 7-Eleven at the closing of the 7-Eleven transaction.

(2) Discontinued operations, net of tax also reflects locations sold to be sold as part of the retail estate portfolio optimization process.