

**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**

**July 25, 2019**

Date of Report (Date of earliest event reported)

**SUNOCO LP**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-35653**

(Commission File Number)

**30-0740483**

(IRS Employer Identification No.)

**8111 Westchester Drive, Suite 400**

**Dallas , Texas 75225**

(Address of principal executive offices, including 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))

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. ☐

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Units Representing Limited Partner Interests</b>	<b>SUN</b>	<b>New York Stock Exchange</b>

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**Item 7.01. Regulation FD Disclosure.**

On July 25, 2019, 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, 2019.

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 25, 2019, 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, 2019. The cash distribution will be paid on August 14, 2019 to unitholders of record as of the close of business on August 6, 2019.

**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	<a href="#">Press Release of Sunoco LP, dated July 25, 2019</a>

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**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 25, 2019

**SUNOCO LP**

By: Sunoco GP LLC, its general partner

By: */s/ Camilla A. Harris*

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Camilla A. Harris

Vice President, Controller and Principal Accounting  
Officer



## Sunoco LP Maintains Quarterly Distribution

### 2Q 2019 Earnings Release and Earnings Call Dates Also Announced

**DALLAS**, July 25, 2019 - Sunoco LP (NYSE: SUN) ("SUN") announced that the Board of Directors of its general partner declared a quarterly distribution for the second quarter of 2019 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 14, 2019 to common unitholders of record on August 6, 2019.

SUN will release its second quarter 2019 financial and operating results after the market closes on Wednesday, August 7. In conjunction with the news release, management will hold a conference call on Thursday, August 8 at 9:30 a.m. Central Time (10:30 a.m. Eastern Time) to discuss SUN'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 15, 2019 by dialing 877-660-6853 (toll free) or 201-612-7415 and using the conference ID 13691734#.

**By Webcast:** Connect to the webcast via the Events and Presentations pages of SUN's Investor Relations website at [www.SunocoLP.com](http://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 with core operations that include the distribution of motor fuel to approximately 10,000 convenience stores, independent dealers, commercial customers and distributors located in more than 30 states as well as refined product transportation and terminalling assets. SUN's general partner is owned by Energy Transfer Operating, L.P., a wholly owned subsidiary of Energy Transfer LP (NYSE: ET).

#### 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 Sunoco LP's distributions to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, Sunoco LP's distributions to non-U.S. investors are subject to federal income tax withholding at the highest applicable effective tax rate.

#### Contacts

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