

FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Fails Karl R <small>(Last) (First) (Middle)</small> 8111 WESTCHESTER DRIVE, STE 400 <small>(Street)</small> DALLAS, TX 75225 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Sunoco LP [SUN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Operations Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/5/2025</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	12/5/2025		F		14,600 (1)	D	\$55.26	255,952	D	
Common Units	12/5/2025		A		35,100 (2)	A	\$0	291,052	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Cash Units	(3)	12/5/2025		A		11,700		(3)	(3)	Common Units	11,700	(3)	17,200	D	

Explanation of Responses:

- (1) Payment of tax liability by withholding securities incident to the vesting of Restricted Units issued under one of the Sunoco LP Long-Term Incentive Plans (LTIP). This method is the default option for payment of tax liability upon vesting of LTIP awards.
- (2) Grant of restricted phantom units awarded under the terms of the Sunoco LP 2018 Long Term Incentive Plan, as amended, that will vest 60% on 12/5/2028 and 40% on 12/5/2030 generally contingent upon the continued employment of the reporting person on each applicable vesting date.
- (3) An award of cash units granted under the Sunoco LP Long-Term Cash Restricted Unit Plan, scheduled to vest one-third on December 5, 2026, one-third on December 5, 2027, and one-third on December 5, 2028, generally contingent upon the reporting person's continued employment with the Issuer or one of its affiliates on each applicable vesting date. The cash units will be settled solely in cash at the fair market value of the underlying common units based on the average closing price of a common unit for the ten (10) trading days immediately preceding the applicable vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fails Karl R 8111 WESTCHESTER DRIVE STE 400 DALLAS, TX 75225			EVP & Chief Operations Officer	

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Fails

12/9/2025

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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