

**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):

January 18, 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 January 18, 2017 Sunoco LP issued a press release announcing plans to market and sell more than 100 real estate assets through a sealed-bid process.

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 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 January 18, 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: January 18, 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 Announces Real Estate Portfolio Strategy

DALLAS, January 18, 2017 - Sunoco LP (NYSE: SUN) ("SUN" or the "Partnership") announced today that the Partnership has retained NRC Realty & Capital Advisors, LLC ("NRC") to assist with strategic alternatives for more than 100 real estate assets. Real estate assets included in this process are company-owned locations, undeveloped greenfield sites and other excess real estate.

Properties 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.

The properties will be sold through a sealed-bid sale in a 'buy one, some or all' format with bids due on March 7, 2017, for the operating sites and on April 4, 2017 for the surplus properties. The Partnership will review all bids before divesting any assets.

Information about the sale and a list of available sites can be obtained by visiting the NRC website at www.nrc.com/1702 or calling NRC at 800-747-3342 ext. 1701. Due diligence information on each property will also be available through the NRC website approximately 30 days prior to each sealed bid deadline.

About Sunoco LP

Sunoco LP (NYSE: SUN) is a master limited partnership that operates approximately 1,345 retail fuel sites and convenience stores (including APlus, Stripes, Aloha Island Mart and Tigermarket brands) and distributes motor fuel to convenience stores, independent dealers, commercial customers and distributors located in more than 30 states at approximately 6,900 sites. Our parent -- Energy Transfer Equity, L.P. (NYSE: ETE) -- owns Sunoco's general partner and incentive distribution rights. For more information, visit the Sunoco LP website at www.SunocoLP.com

About NRC Realty & Capital Advisors LLC

NRC Realty & Capital Advisors, LLC provides a full array of real estate and financial advisory services to the convenience store and petroleum industries and specializes in the accelerated sale of commercial real estate. NRC's breadth of experience in the convenience store arena includes portfolio evaluation and analysis; refinancing, recapitalization & sale-leaseback financing options; and merger and acquisition advisory services. Since its inception in 1989, NRC has sold more than 15,000 properties. Clients include globally recognized companies in a variety of industries, including petroleum (Sunoco, BP and Shell), convenience stores (7-Eleven, CST Brands and Circle K), financial institutions (GE Capital, StanCorp Mortgage Investors and Fifth Third Bank) and industrial (YRC Worldwide). For more information, visit www.nrc.com.

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. 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

Sunoco LP Contacts

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