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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**April 16, 2024**  
**Date of Report (Date of earliest event reported)**

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**SUNOCO LP**  
**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35653**  
**(Commission**  
**File Number)**

**30-0740483**  
**(IRS Employer**  
**Identification No.)**

**8111 Westchester Drive, Suite 400**  
**Dallas, TX 75225**  
**(Address of principal executive offices, including zip code)**

**(214) 981-0700**  
**(Registrant's telephone number, including area code)**

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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))

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

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

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.

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**Item 7.01 Regulation FD Disclosure.**

On April 17, 2024, Sunoco LP (the “Partnership”) issued a press release announcing the completion of its acquisition from Zenith Energy Netherlands Amsterdam B.V. of liquid fuels terminals and its divestiture to 7-Eleven, Inc. of 204 convenience stores (collectively, the “Transactions”). The press release also reaffirms certain of the Partnership’s previously announced financial guidance for 2024. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 7.01 by reference.

The information included herein (including the exhibit) 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated April 17, 2024, announcing the completion of the Transactions.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

**SUNOCO LP**

By: SUNOCO GP LLC,  
its General Partner

Date: April 17, 2024

By: /s/ Rick Raymer  
Name: Rick Raymer  
Title: Vice President, Controller and Principal Accounting Officer



**Sunoco LP Completes Acquisition of European Liquid Fuels Terminals and  
Divestiture of West Texas Assets; Reaffirms 2024 Adjusted EBITDA Guidance Range**

**DALLAS**, April 17, 2024 – Sunoco LP (NYSE: SUN) (“SUN” or the “Partnership”) today announced the completion of the acquisition of liquid fuels terminals from Zenith Energy and the divestiture of 204 convenience stores to 7-Eleven, Inc. (“7-Eleven”). Both transactions were completed at highly attractive multiples and are immediately accretive to unitholders on key metrics.

Including the impact from the European terminal acquisition and West Texas divestiture, the Partnership continues to expect full year 2024 Adjusted EBITDA<sup>(1)(2)</sup> to be in a range of \$975 million to \$1 billion.

**European Terminals Acquisition**

On March 13, 2024, SUN completed the acquisition of one hundred percent of the equity interest in Zenith Energy Netherlands Amsterdam B.V. for €170 million. The Amsterdam terminal occupies a strategic position within the Port of Amsterdam, a pivotal hub for global energy trading and a critical component of Europe’s energy market. The Bantry Bay terminal is Ireland’s premier independent bulk liquids storage facility supporting the nation’s strategic oil reserves. This acquisition creates supply chain efficiencies for the Partnership’s U.S. East Coast operations and aligns with an ongoing commitment to add stable midstream income.

**West Texas Divestiture**

On April 16, 2024, SUN completed the divestiture of 204 convenience stores located in West Texas, New Mexico, and Oklahoma to 7-Eleven, Inc. for approximately \$1.0 billion. This transaction further demonstrates the Partnership’s ability to optimize its portfolio while positioning the balance sheet for material growth. As part of the sale, SUN amended its existing take-or-pay fuel supply agreement with 7-Eleven, Inc. to incorporate additional fuel gross profit.

(1) Adjusted EBITDA is a non-GAAP financial measure of performance that we define as earnings before net interest expense, income taxes, depreciation, amortization and accretion expense, allocated non-cash unit-based compensation expense, unrealized gains and losses on commodity derivatives, inventory 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. Adjusted EBITDA has limitations and should not be considered as a substitute for net income.

(2) A reconciliation of non-GAAP forward looking information to the corresponding GAAP measure cannot be provided without unreasonable efforts due to the inherent difficulty in quantifying certain amounts due to a variety of factors, including the unpredictability of commodity price movements and future charges or reversals outside the normal course of business which may be significant.

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**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 40 U.S. states and territories as well as refined product transportation and terminalling assets in the U.S. and Europe. SUN's general partner is owned by Energy Transfer LP (NYSE: ET).

### **Forward-Looking Statements**

This news 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](http://www.sunocolp.com)

### **Contacts**

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