

Sunoco LP
Form 4
August 04, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Energy Transfer Partners, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
Sunoco LP [SUN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3738 OAK LAWN AVE.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DALLAS, TX 75219

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Units	07/31/2015		J ⁽¹⁾	79,308	D <u>1</u> 0	I	By: Susser Holdings Corporation & its subsidiaries
Class A	07/31/2015		J ⁽¹⁾	11,018,744	A <u>1</u> 11,018,744	I	By: Susser Holdings Corporation & its subsidiaries
Common Units	07/31/2015		J ⁽²⁾	79,308	A <u>2</u> 4,858,330	I	By: ETP Holdco

Corporation
and its
subsidiaries

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title Underlying (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Subordinated Units	<u>(3)</u>	07/31/2015		J ⁽¹⁾		10,939,436		<u>(3)</u>	<u>(3)</u>	Common Units
Subordinated Units	<u>(3)</u>	07/31/2015		J ⁽²⁾		10,939,436		<u>(3)</u>	<u>(3)</u>	Common Units
Class B Units	<u>(4)</u>	07/31/2015		J ⁽²⁾		21,978,980		<u>(4)</u>	<u>(4)</u>	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219			X	

Signatures

Energy Transfer Partners, L.P., by its general partner Energy Transfer Partners GP, L.P., by its
general partner Energy Transfer Partners, L.L.C., by William J. Healy, Associate General
Counsel and Assistant Secretary

08/04/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

On July 31, 2014, pursuant to the terms of the Contribution Agreement dated as of July 14, 2015 (the "Contribution Agreement"), Stripes LLC and Stripes No. 1009 LLC, wholly owned subsidiaries of Susser Holdings Corporation, exchanged their aggregate 79,308 Common Units for 79,308 Class A Units and converted their aggregate 10,939,436 Subordinated Units into 10,939,436 Class A Units.

On July 31, 2014, pursuant to the terms of the Contribution Agreement, Heritage Holdings, Inc. and ETP Holdco Corporation acquired an aggregate of 79,308 Common Units, 10,939,436 Subordinated Units and 21,978,980 Class B Units and cash in consideration for 100% of the shares of capital stock in Susser Holdings Corporation.

The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period as described in the Issuer's Registration Statement on Form S-1 (File No. 333-182276).

The Class B Units will convert, on a one-for-one basis, into Common Units on the day immediately following the record date of the Issuer's second quarter 2015 distribution.

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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