

Sunoco LP
Form 4/A
December 03, 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)
8111 WESTCHESTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2015

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

DALLAS, TX 75225

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/03/2015

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

(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	11/30/2015		C	10,939,436 (1)	A (2) 37,776,746	I	See footnote (3)

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

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information contained in this form are not
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(9-02)

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

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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 and Amount Underlying Security (Instr. 3 and 4)	8. Date Exercisable Expiration Date	9. Title	10. Amount Number of Shares
Subordinated Units	(2)	11/30/2015		C	10,939,436 (1)	(2)	(2)		Common Units	10,939,436

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 8111 WESTCHESTER DRIVE DALLAS, TX 75225			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

12/03/2015

**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).
- (1) On December 2, 2015, the Reporting Person incorrectly reported the aggregate number of common units held after the conversion instead of the number of subordinated units that were converted into common units.
- Effective November 30, 2015, the 6,235,478 SUN subordinated units held by ETP Holdco Corporation and the 4,703,958 SUN
- (2) subordinated units held by Heritage Holdings, Inc., all converted on a one-for-one basis into SUN common units upon the expiration of the subordination period as set forth in the Issuer's agreement of limited partnership.
- Giving effect to the conversion, ETP Holdco Corporation, an indirect wholly-owned subsidiary of Energy Transfer Partners, L.P. ("ETP") owns 18,808,703 SUN common units, and Heritage Holdings, Inc., an indirect wholly-owned subsidiary of ETP, owns 14,189,021 SUN
- (3) common units. In addition, 3,983,540 SUN common units are owned by ETC M-A Acquisition LLC ("ETC M-A"), and 795,482 SUN common units are owned by ETP Retail Holdings LLC ("ETP Retail Holdings"). Both ETC M-A and ETP Retail Holdings are wholly-owned subsidiaries of ETP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.