

Sunoco LP
Form 4/A
August 10, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)
08/04/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

Director by Deputization

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units	(1)	07/31/2015	J(2)	21,978,980					(1)	(1)	Common Units	21,978,980

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		Director by Deputization

Signature of Reporting Person: _____ Date: 08/07/2015

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

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) 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.
- (2) On July 31, 2015, pursuant to the terms of the Contribution Agreement dated as of July 14, 2015, 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.
- (3) The Reporting Person's Form 4 filed on August 4, 2015 inadvertently reported these securities as being directly owned by the Reporting Person.

Remarks:

The Reporting Person's Form 4 filed on August 4, 2015 inadvertently failed to note the "Director by Deputization" status of the Reporting Person.

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.