Sunoco LP Form 4/A August 10, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

0.5

Check this box if no longer subject to Section 16. Form 4 or January 31, Expires: 2005

Estimated average burden hours per response...

6. Individual or Joint/Group Filing(Check

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to

Energy Transfer Partners, L.P. Symbol Issuer

4. If Amendment, Date Original

Sunoco LP [SUN] (Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

3738 OAK LAWN AVE. (Month/Day/Year) ____ Director _X__ 10% Owner ____ Officer (give title ___ X__ Other (specify below)

Director by Deputization

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Pr

08/04/2015

X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

DALLAS, TX 75219

(Street)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) (Instr. 4)

Following (Instr. 4)

(A) Reported

Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

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

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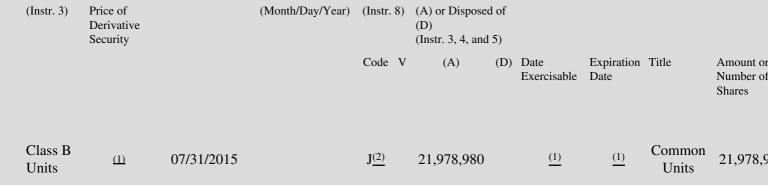
SEC 1474

(9-02)

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------------------|---------------------|-------------------------|------------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities Acquired | (Month/Day/Year) | (Instr. 3 and 4) |

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Reporting Owners

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

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

08/07/2015

**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) 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.
- On July 31, 2015, pursuant to the terms of the Contribution Agreement dated as of July 14, 2015, Heritage Holdings, Inc. and ETP

 (2) 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 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.

Reporting Owners 2