



DIVISION OF  
CORPORATION FINANCE

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

May 27, 2021

Joseph Kim  
President, Chief Executive Officer, and Director  
Sunoco LP  
8111 Westchester Drive  
Suite 400  
Dallas, Texas 75225

**Re: Sunoco LP**  
**Registration Statement on Form S-4**  
**Filed May 20, 2021**  
**File No. 333-256331**

Dear Mr. Kim:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Timothy Collins at 202-551-3176 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Ramey Layne