

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933**



**CROSSAMERICA PARTNERS LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**45-4165414**  
(I.R.S. Employer  
Identification Number)

**645 Hamilton Street, Suite 400**  
**Allentown, PA**  
(Address of Principal Executive Offices)

**18101**  
(Zip Code)

**CROSSAMERICA PARTNERS LP 2022 INCENTIVE AWARD PLAN**

(Full title of plan)

**Joseph V. Topper, Jr.**  
**645 Hamilton Street, Suite 400**  
**Allentown, PA 18101**  
**(610) 625-8000**

(Name, address and telephone number,  
including area code, of agent for service)

*With copies to:*

**Marc S. Gerber**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**1440 New York Avenue, NW**  
**Washington, D.C. 20005**  
**(202) 371-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

CrossAmerica Partners LP (the “Registrant”) will send or give to all participants in the CrossAmerica Partners LP 2022 Incentive Award Plan (the “Plan”) document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). Pursuant to Rule 428, the Registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Form S-8 Registration Statement (the “Registration Statement”) pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed on March 1, 2022;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2022, filed on May 10, 2022 and for the fiscal quarter ended June 30, 2022, filed on August 9, 2022;
- (c) The Registrant’s Current Reports on Form 8-K filed on March 11, 2022, March 30, 2022, July 22, 2022 and September 13, 2022; and
- (d) The description of the Registrant’s Common Units contained in Exhibit 4.1 of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed on March 1, 2022, including any amendment or report filed for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel

Not applicable.

#### Item 6. Indemnification of Directors and Officers

Subject to any terms, conditions, and restrictions set forth in the Registrant’s Second Amended and Restated Agreement of Limited Partnership (the “Partnership Agreement”), Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership such as the Registrant to indemnify and hold harmless any partner or other person from and against all claims and demands whatsoever.

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Under the Partnership Agreement, in most circumstances, the Registrant will indemnify the following persons, to the fullest extent permitted by law, from and against all losses, claims, damages or similar liabilities:

- The Registrant's general partner;
- any Departing General Partner (as defined in the Partnership Agreement);
- any person who is or was an affiliate of the Registrant's general partner or any Departing General Partner;
- any person who is or was a manager, managing member, general partner, director, officer, employee, agent, fiduciary or trustee of (i) the Registrant or its subsidiaries, a General Partner or any Departing General Partner or (ii) any affiliate of the Registrant or its subsidiaries, a General Partner or any Departing General Partner;
- any person who is or was serving at the request of a General Partner, any Departing General Partner or any of their respective affiliates as an officer, director, manager, managing member, general partner, employee, agent, fiduciary or trustee of another Person owing a fiduciary or similar duty to the Registrant or any of its subsidiaries;
- any person who controls a General Partner or Departing General Partner; and
- any person the General Partner designates as an "Indemnitee" for purposes of the Partnership Agreement because such person's service, status or relationship exposes such person to potential claims, demands, actions, suits or proceedings relating to the Registrant's business and affairs.

Section 7.7(a) of the Partnership Agreement states that to the fullest extent permitted by law, each Indemnitee (as defined in the Partnership Agreement) shall be indemnified and held harmless by the Registrant from and against any and all, joint or several, losses, claims, damages, liabilities, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts arising from any and all threatened, pending or completed claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, and whether formal or informal and including appeals, in which any Indemnitee may be involved, or is threatened to be involved, as a party or otherwise, by reason of its status as an Indemnitee and acting (or refraining to act) in such capacity; *provided*, that the Indemnitee shall not be indemnified and held harmless if there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that, in respect of the matter for which the Indemnitee is seeking indemnification pursuant to the Partnership Agreement, the Indemnitee acted in bad faith or, in the case of a criminal matter, acted with knowledge that the Indemnitee's conduct was unlawful.

The Registrant has entered into indemnification agreements with each of its current directors, which generally indemnify its directors to the fullest extent permitted by law. The Registrant's general partner maintains director and officer liability insurance for the benefit of its directors and officers.

Reference is made to Item 9 for the Registrant's undertakings with respect to indemnification for liabilities arising under the Securities Act.

#### **Item 7. Exemption from Registration Claimed**

Not applicable.

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## Item 8. Exhibits

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<a href="#"><u>Certificate of Limited Partnership of Lehigh Gas Partners LP (incorporated by reference to Exhibit 3.1 to the Registrant's Form S-1 Registration Statement (File No. 333-181370), filed with the Commission on May 11, 2012).</u></a>
4.2	<a href="#"><u>Second Amended and Restated Agreement of Limited Partnership of CrossAmerica Partners LP, dated February 6, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on February 7, 2020).</u></a>
5.1*	<a href="#"><u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP as to the legality of the securities being registered.</u></a>
10.1	<a href="#"><u>CrossAmerica Partners LP 2022 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 001-35711), filed with the Commission on September 13, 2022).</u></a>
23.1*	<a href="#"><u>Consent of Grant Thornton LLP.</u></a>
23.2*	<a href="#"><u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1).</u></a>
24*	Powers of Attorney (included on the signature page of the Registration Statement).
107*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

## Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant

pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Allentown, Commonwealth of Pennsylvania, on October 24, 2022.

CROSSAMERICA PARTNERS LP

By: CROSSAMERICA GP LLC, its General Partner

By: /s/ Maura Topper

Name: Maura Topper

Title: Chief Financial Officer

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph V. Topper, Jr., Charles M. Nifong, Jr. and Maura Topper, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statement and any additional registration statement pursuant to Rule 462(b), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as they might or could not in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the Registration Statement has been signed by the following persons in the capacities indicated on October 24, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ Joseph V. Topper, Jr.</u> Joseph V. Topper, Jr.	Chairman of the Board of Directors
<u>/s/ John B. Reilly, III</u> John B. Reilly, III	Vice Chairman of the Board of Directors
<u>/s/ Charles M. Nifong, Jr.</u> Charles M. Nifong, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Maura Topper</u> Maura Topper	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Jonathan E. Benfield</u> Jonathan E. Benfield	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Keenan D. Lynch</u> Keenan D. Lynch	General Counsel, Chief Administrative Officer and Director
<u>/s/ Justin A. Gannon</u> Justin A. Gannon	Director
<u>/s/ Mickey Kim</u> Mickey Kim	Director
<u>/s/ Kenneth G. Valosky</u> Kenneth G. Valosky	Director

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
1440 NEW YORK AVENUE, NW  
WASHINGTON, D.C. 20005

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TEL: (202) 371-7000  
FAX: (202) 393-5760  
www.skadden.com

October 24, 2022

CrossAmerica Partners LP  
645 Hamilton Street, Suite 400  
Allentown, PA 18101

Re: CrossAmerica Partners LP  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to CrossAmerica Partners LP, a Delaware limited partnership (the "Partnership"), in connection with the Partnership's Registration Statement on Form S-8 (together with the exhibits thereto, the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 1,822,409 units (the "Units") of the Partnership's common units, available for future issuance under the CrossAmerica Partners LP 2022 Incentive Award Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act (the "Rules and Regulations").

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In rendering the opinion stated herein, we have examined the following:

(a) the Registration Statement in the form to be filed with the Commission on the date hereof;

(b) the Plan;

(c) an executed copy of a certificate of Keenan D. Lynch, General Counsel and Chief Administrative Officer, dated the date hereof (the "Officer's Certificate");

(d) a copy of the Certificate of Limited Partnership of Lehigh Gas Partners LP (the "Certificate of Limited Partnership"), as in effect as of the date hereof, certified by the Secretary of State of the State of Delaware as of October 24, 2022, and certified pursuant to the Officer's Certificate;

(e) a copy of the Certificate of Amendment to Certificate of Limited Partnership of Lehigh Gas Partners LP (the "Certificate of Amendment to Certificate of Limited Partnership"), as in effect as of the date hereof, certified by the Secretary of State of the State of Delaware as of October 24, 2022, and certified pursuant to the Officer's Certificate;

(f) copies of the Partnership's Second Amended and Restated Agreement of Limited Partnership (the "Amended and Restated Limited Partnership Agreement"), as amended and in effect as of the date hereof, and certified pursuant to the Officer's Certificate; and

(g) copies of certain resolutions of the Board of Directors of the general partner of the Partnership relating to the approval of the Plan, the filing of the Registration Statement and certain related matters and certified pursuant to the Officer's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Partnership and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Partnership and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below, including the facts and conclusions set forth in the Officer's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Partnership, had or will have the power to enter into and perform all obligations thereunder, and we have also assumed the due authorization by all requisite action and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers

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and other representatives of the Partnership and others and of public officials, including the facts and conclusions set forth in the Officer's Certificate.

In rendering the opinion set forth below, we have also assumed that the Amended and Restated Limited Partnership Agreement of the Partnership is the only partnership agreement, as defined under the Delaware Revised Uniform Limited Partnership Act, of the Partnership and that the Partnership has, and since the time of its formation has had, at least one validly admitted and existing limited partner of the Partnership and (i) no procedures have been instituted for, and no other event has occurred, including, without limitation, any action taken by the Partnership or its general partner or partners, that would result in the liquidation, dissolution or winding-up of the Partnership, (ii) no event has occurred that has adversely affected the good standing of the Partnership under the laws of its jurisdiction of formation, and the Partnership has taken all actions required by the laws of its jurisdiction of formation to maintain such good standing, and (iii) no grounds exist for the revocation or forfeiture of the Partnership's Certificate of Limited Partnership. Further, we have assumed that (i) the issuance of the Units will be properly recorded in the books and records of the Partnership, (ii) the Units will be issued in book-entry form and an appropriate account statement evidencing the Units credited to a recipient's account maintained with the Partnership's transfer agent and registrar will be issued by the Partnership's transfer agent and registrar, (iii) each award agreement under the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto and (iv) the issuance of the Units does not violate or conflict with any agreement or instrument binding on the Partnership (except that we do not and will not make this assumption with respect to the Certificate of Limited Partnership and the Amended and Restated Limited Partnership Agreement).

We do not express any opinion with respect to the laws of any jurisdiction other than the Delaware Revised Uniform Limited Partnership Act.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Units have been duly authorized by all requisite action on the part of the Partnership under the Delaware Revised Uniform Limited Partnership Act and, when the Units are issued to the Plan participants in accordance with the terms and conditions of the Plan and the applicable award agreement, the Units will be validly issued and fully paid.

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We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

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**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 28, 2022, with respect to the consolidated financial statements and internal control over financial reporting of CrossAmerica Partners LP on the Form 10-K for the year ended December 31, 2021, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Arlington, Virginia  
October 24, 2022

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## CALCULATION OF FILING FEE TABLES

**Form S-8**  
(Form type)

CrossAmerica Partners LP  
(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Units of CrossAmerica Partners LP ("Common Units")	Rule 457(c) and 457(h)	1,822,409	\$19.07	\$34,753,339.63	.00011020	\$3,829.82
Total Offering Amounts					\$34,753,339.63		\$3,829.82
Total Fee Offsets							-
Net Fee Due							\$3,829.82

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Act"), this Registration Statement also covers additional securities that may be offered or issued in connection with any stock split, stock dividend, or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Act, based upon the average of the high and low reported market prices of the Common Units as reported on the New York Stock Exchange on October 20, 2022.
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