

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 29, 2016

CrossAmerica Partners LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35711
(Commission File Number)

45-4165414
(IRS Employer
Identification No.)

515 Hamilton Street, Suite 200
Allentown, PA
(Address of principal executive offices)

18101
(Zip Code)

Registrant's telephone number, including area code: **(610) 625-8000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

Furnished herewith as Exhibit 99.1 are slides that contain information regarding CrossAmerica Partners LP, a Delaware limited partnership (the “Partnership”), that senior management of CST Brands, Inc., a Delaware corporation that owns and controls CrossAmerica GP LLC, the general partner of the Partnership, and senior management of the general partner of the Partnership will be utilizing in presentations to analysts and investors.

The information in this Current Report is being furnished pursuant to Regulation FD. The information in Item 7.01 and Exhibit 99.1 of Item 9.01 of this report, according to general instruction B.2., shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. By filing this report on Form 8-K and furnishing this information, the Partnership makes no admission as to the materiality of any information in this report that the Partnership chooses to disclose solely because of Regulation FD.

Safe Harbor Statement

Statements contained in the exhibit to this report regarding the Partnership’s operations that state the Partnership’s or its management’s expectations or predictions of the future are forward-looking statements. It is important to note that the Partnership’s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission (the “SEC”).

The Partnership undertakes no duty or obligation to publicly update or revise the information contained in this report, although the Partnership may do so from time to time as management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**(d) Exhibits.**

Exhibit No.	Description
99.1	Investor Presentation Slides - CST Investor Update March 2016

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CrossAmerica Partners LP

By: CrossAmerica GP LLC
its general partner

By: /s/ Hamlet T. Newsom, Jr.

Name: Hamlet T. Newsom, Jr.

Title: Vice President, General Counsel and Corporate Secretary

Dated: February 29, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Investor Presentation Slides - CST Investor Update March 2016



Investor Update

March 2016

Safe Harbor Statements

Statements contained in this presentation that state the Partnership's or management's expectations or predictions of the future are forward-looking statements. The words "believe," "expect," "should," "intends," "estimates," "target" and other similar expressions identify forward-looking statements. It is important to note that actual results could differ materially from those projected in such forward-looking statements. For more information concerning factors that could cause actual results to differ from those expressed or forecasted, see CrossAmerica's Forms 10-Q or Form 10-K filed with the Securities and Exchange Commission and available on CrossAmerica's website at www.crossamericapartners.com. If any of these factors materialize, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from what we projected. Any forward-looking statement you see or hear during this presentation reflects our current views as of the date of this presentation with respect to future events. We assume no obligation to publicly update or revise these forward-looking statements for any reason, whether as a result of new information, future events, or otherwise.

Partnership Overview

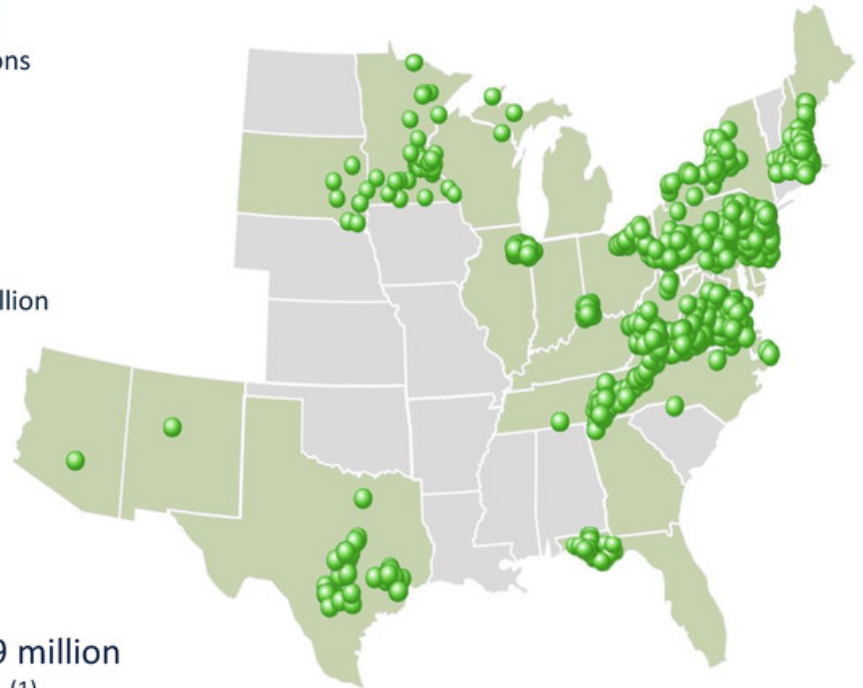
- Leading motor fuel wholesale distributor, convenience store lessor and c-store operator

- Distributes annually over 1 billion gallons
- Annual gross rental income of approximately \$50 million
- Operates over 100 convenience stores
- 17.5% equity interest in CST Brands' wholesale fuels business
 - Comprised of approximately 1.9 billion gallons of annual fuel supply

- Over 1,100 locations⁽¹⁾

- 524 Lessee Dealers
- 370 Independent Dealers
- 116 Company Operated Sites
- 67 Commission Agents
- 68 Non-fuel Real Estate Sites

- Equity market capitalization of \$769 million and enterprise value of \$1.13 billion⁽¹⁾

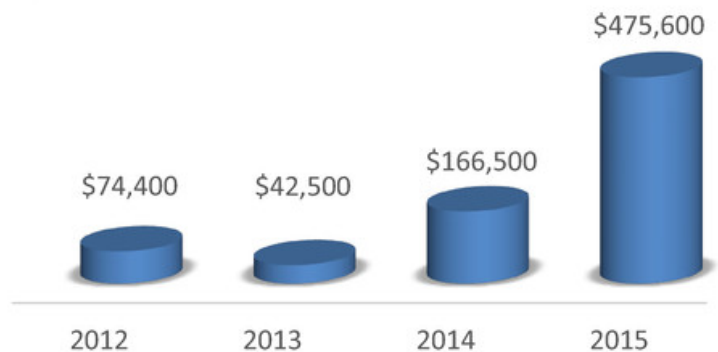


⁽¹⁾ As of February 26, 2016

Investment Highlights

- Serial acquirer and integrator of convenience store and fuel distribution assets with a proven track record of executing on accretive transactions
 - \$475.6 million of acquisitions in 2015
 - Pending \$48.5 million acquisition to close in first quarter 2016
- Significant pipeline of fuel supply assets from general partner sponsor – CST Brands
 - 82.5% of CST US fuel supply business remaining
 - Representing approximately \$78 million of net profit margin
 - With inherent growth potential due to CST’s new build strategy
- Strong financial position, with potential to continue growth in 2016 without accessing equity markets

Acquisitions Completed since IPO in 4Q12 (in thousands)



Investment Highlights

- Solid business fundamentals and core competencies
 - Long term, substantial relationships with major fuel suppliers
 - Prime real estate in high traffic regions
 - Stable cash flow from Rental Income, Wholesale Distribution and Retail Operations
 - Business is more diversified than ever, both geographically and across operating segments
- Strong and experienced management team
 - Years of industry knowledge and experience in wholesale, real estate and retail operations
 - Seasoned M&A team with strong track record of growth
 - Integration-focused organization with commitment to fast implementation, synergy capture and EBITDA growth

Top 10 Distributor for:



Full Year Results Summary

(in millions, except for per unit amounts)

KEY METRICS	Full Year		% Change
	2015	2014	
Gross Profit	\$157.5	\$115.6	36%
Adjusted EBITDA	\$90.3	\$61.4	47%
Distributable Cash Flow	\$69.7	\$44.1	58%
Weighted Avg. Diluted Units	29.1	19.9*	46%
DCF per LP Unit	\$2.3975	\$2.2105	8%
Distribution Paid per LP Unit	\$2.2300	\$2.0800	7%
Distribution Coverage	1.08x	1.06x	2%

*Amount includes approximately 6,000 diluted units that are not included in the calculation of diluted earnings per unit on the face of the income statement because to do so would be anti-dilutive

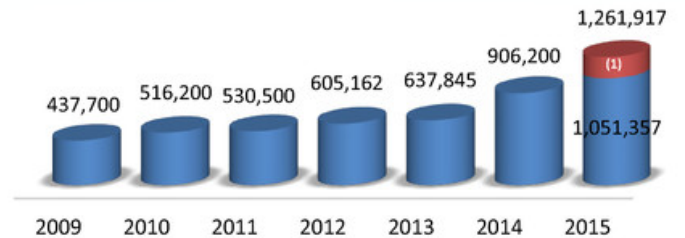
Note: See the Appendix for definitions and a reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income.

Wholesale Segment Results

WHOLESALE SEGMENT (in thousands, except for per gallon)	Full Year		% Change
	2015	2014	
Total Motor Fuel Sites (period avg.)	1,072	923	16%
Total Volume of Gallons Distributed	1,051,357	887,677	18%
Fuel Margin per Gallon	\$0.056	\$0.068	(18%)
Rental & Other Gross Profit	\$34,935	\$25,471	37%
Segment Adjusted EBITDA	\$92,826	\$73,451	26%

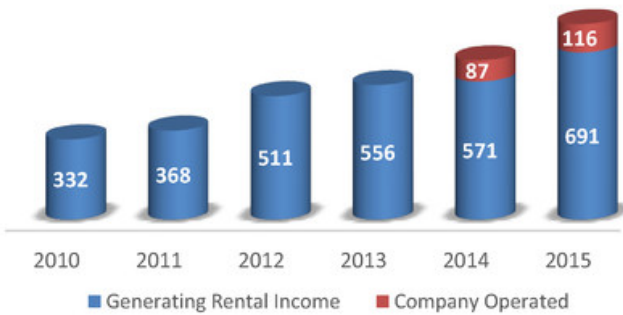
Note: See the Appendix for definitions and a reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income.

Gallons of Motor Fuel Distributed (in thousands)

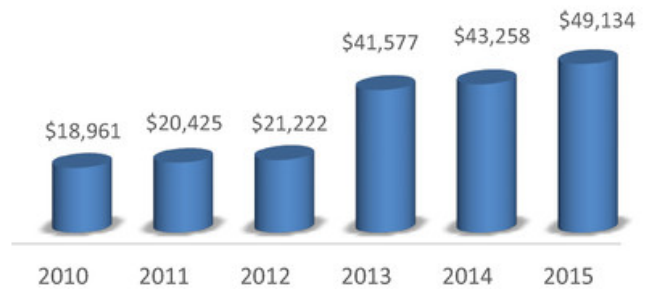


⁽¹⁾ Represents CrossAmerica's equity interest in the volume distributed through CST Fuel Supply: 210,560

Number of Sites Owned & Leased (end of period)



Gross Rental Income (in thousands)

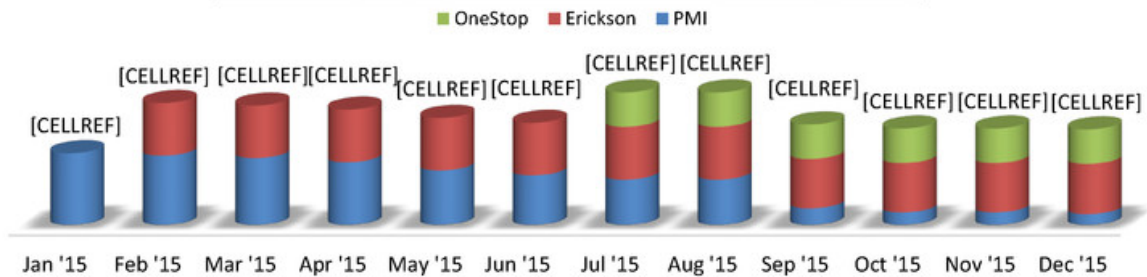


Retail Segment Results

RETAIL SEGMENT (in thousands, except per gallon)	Full Year		% Change	COMPANY OPERATED STATISTICS (in thousands, except per day amounts)	Full Year		% Change
	2015	2014			2015	2014	
Site Count (period avg.)	202	119	70%	Site Count (period avg.)	132	54	144%
Total Volume of Gallons Distributed	211,015	136,733	54%	Merchandise Sales (per site per day)	\$3,347	\$2,902	(15%)
Fuel Margin per Gallon	\$0.100	\$0.059	69%	Merchandise Gross Profit Percentage, net of credit card fees	24.9%	30.6%	(570 bps)
Segment Adjusted EBITDA	\$20,366	\$8,729	133%				

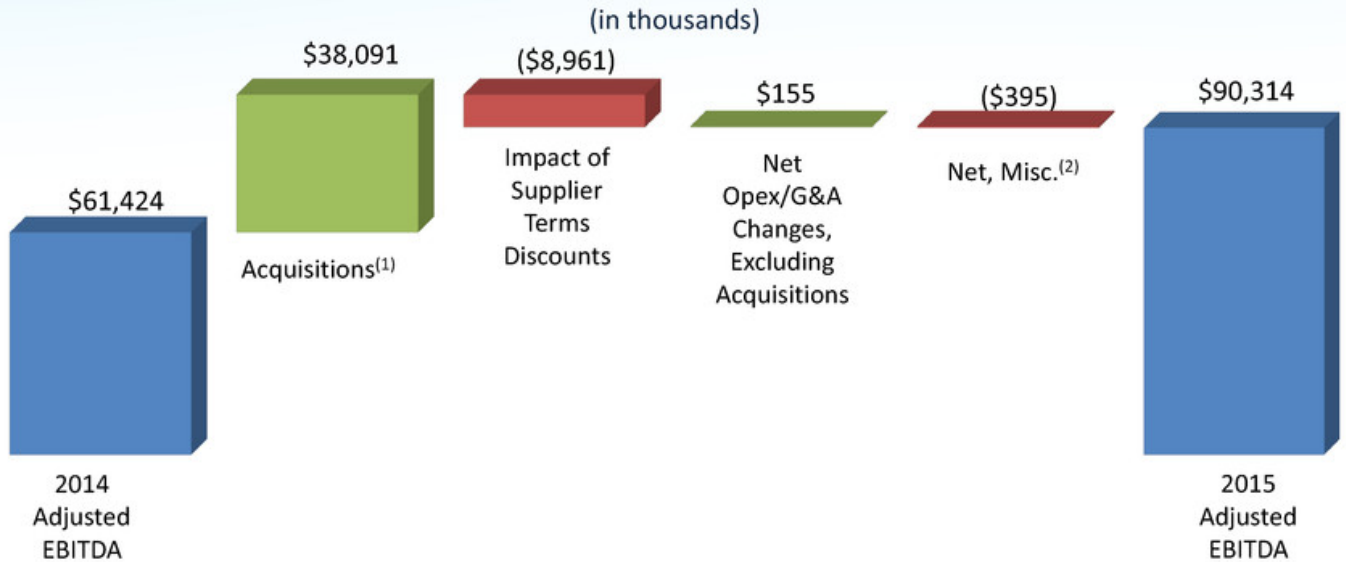
Note: Retail Segment includes Company Operated Sites and Commission Agents. See the Appendix for definitions and a reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income.

2015 Company Operated Site Count (end of period)



- Acquisition and dealerization strategy will result in varied merchandise operating results period to period
 - Merchandise sales and margin are **exceeding** pre-acquisition performance

2014 vs 2015 Adjusted EBITDA Performance



- Contributing to the significant Acquisition EBITDA growth is approximately \$2.5 million in ongoing synergies through improved operations, such as leveraging our scale and buying power with our convenience store operations
- In addition to Adjusted EBITDA performance, reductions of over \$1 million in permanent sustaining capital expenditures contributed to the increase in DCF

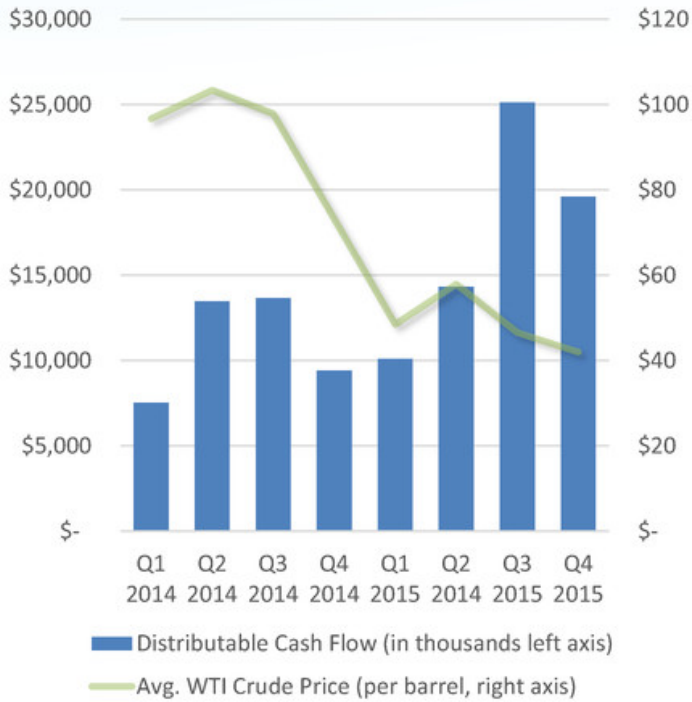
⁽¹⁾ Acquisitions include third party acquisitions and CST asset drops conducted since Q2 2014

⁽²⁾ Net, Misc. includes increased IDR distributions, DTW pricing and other miscellaneous items

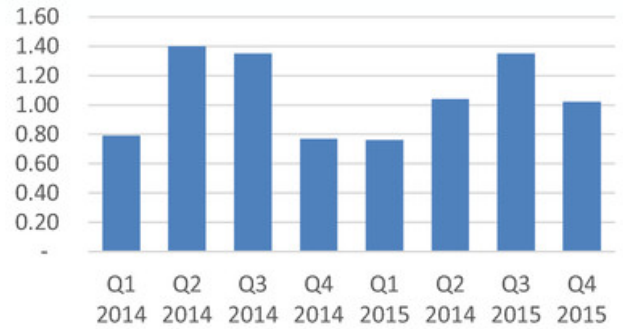
Note: See the Appendix for definitions and a reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income.

Growth Despite Crude Volatility

Cash Flow Performance



Coverage Ratio (on paid basis)



Distributions per Unit



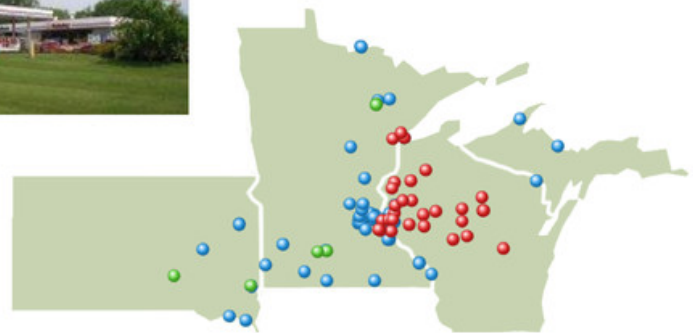
Continuing Accretive Growth



(From SSG Corporation)

- # 31 Company Operated
- \$ 48.5 Million Purchase
- 26 Million Gallons
- Upper Midwest (MN, WI)
- Holiday
- Est. 1Q16 close date
- Asset Purchase
- Rationale

- Over 85% owned locations
- Located in proximity with FreedomValu stores
- Large stores with good inside sales
- Holiday franchise brings strong brand recognition



- 58 CrossAmerica company operated – FreedomValu or SuperAmerica
- 6 CrossAmerica dealer operated – FreedomValu
- 31 CrossAmerica company operated – Holiday (*PENDING*)

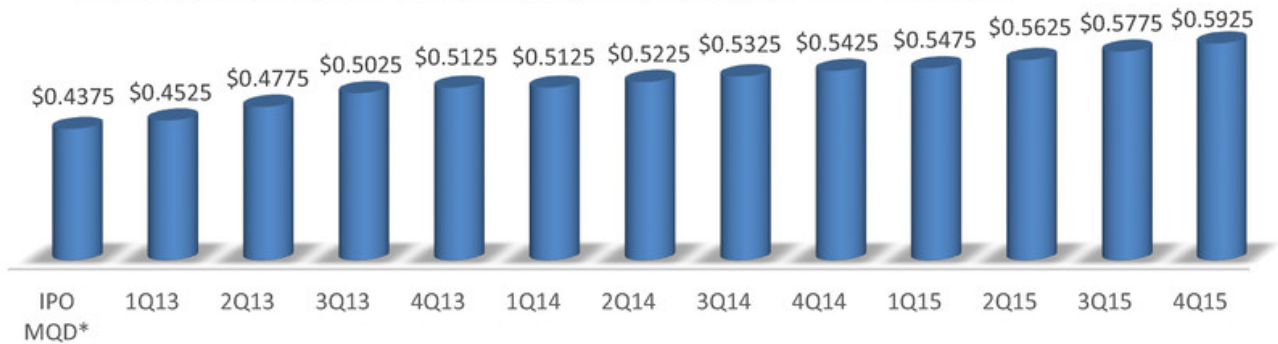
Note: Site counts are as of February 26, 2016

Financial Stability

- Maintaining a strong Balance Sheet with a Debt-to-EBITDA ratio of less than 4.1x as of December 31, 2015
 - Approximately \$100 million of available revolver capacity
 - Well within debt covenant limitations
- Maximum leverage capacity under our revolver is 4.5x
- Maximum leverage capacity after a material acquisition (i.e., at least \$50 million) increases to 5.0x for the 2 financial quarters post-acquisition
 - Thus, the amount of borrowing capacity available under the revolving credit facility will increase by \$5 million for every \$1 million of EBITDA added as a result of the material acquisition
 - Material acquisitions include third party transactions and parent drop downs
- Remain positioned to continue accretive growth in 2016 and maintain a strong balance sheet

Executing with Measured Growth

- Declared and paid fourth quarter 2015 distribution of \$0.5925 per unit
 - 1.5 cent per unit increase over third quarter
 - Grew distributions per unit 8.1% in 2015 over 2014
 - Completes our commitment made in 1Q15 to increase distributions 7%-9% for the year
 - Expect to increase per unit distribution by 5%-7% for 2016 over 2015



- Expect to achieve our long-term goal to maintain a 12-month coverage ratio of 1.1x, remain within our leverage ratio constraints and deliver on our growth targets without issuing any new equity in 2016
 - 2016 Distributable Cash Flow growth to come from selective, accretive acquisitions and continued strong operational performance and cost reduction

Investment Summary



- **Stable cash flow** business with minimal exposure to commodity market fluctuations, even during historically volatile times
- **Visible path to continued DCF growth** through acquisitions, integration and operational excellence
- **Unit price remains significantly below intrinsic value**, based on demonstrated distribution growth

Appendix



Recent Accretive Growth



#	41 Company Operated 4 Agents; 9 Dealers; 1 QSR
\$	\$42 Million Purchase
🚰	36 Million Gallons*
📍	West Virginia
📄	Marathon/Exxon
📅	Jul 1, 2015 close date
📋	Stock Purchase
?	Rationale
	<ul style="list-style-type: none"> • Expand presence in the West Virginia/Virginia market • Establish new fuel brand opportunity with Marathon • Leverage existing relationship with Exxon



#	64 Company Operated
\$	\$85 Million Purchase
🚰	68 Million Gallons*
📍	Upper Midwest (MN, WI, SD, MI)
📄	Freedom Valu, SuperAmerica
📅	Feb 16, 2015 close date
📋	Stock Purchase
?	Rationale
	<ul style="list-style-type: none"> • Over 90% owned locations • Located in growing market • Unbranded fuel • Large stores with inside sales growth opportunity • Loyalty/credit card program



(From Landmark Industries)

#	22 CST Lessee Dealer Sites
\$	\$41.2 Million Purchase
🚰	41 Million Gallons*
📍	San Antonio & Austin
📄	Shell
📅	Jan 8, 2015 close date
📋	Asset Purchase
?	Rationale
	<ul style="list-style-type: none"> • Strong margin (5 cp/g) with high volume and long-term supply • Leverage existing relationship with Shell • Good rental income • CST operated sites

Note: Estimated volumes at acquisition

Recent Accretive Growth



- # 25 CST Dealer Sites (Fuel Income)
23 CST Fee Sites (Rental Income)
- \$53.6 Million Purchase
- 40 Million Gallons*
- Central New York
- Nice N Easy
- Nov 1, 2014 close date
- Asset Purchase
- Rationale
 - Strong fuel margin (6 cpg) with long-term fuel supply
 - Good rental income
 - Minimal expense and CapEx impact
 - CST operated sites



- # 87 Company Operated Petroleum Products Division
- \$61 Million Purchase
- 200+ Million Gallons*
- Virginia, West Virginia, Tennessee, North Carolina
- Shell, Exxon, BP, Citgo
- May 1, 2014 close date
- Stock Purchase
- Rationale
 - Large volume network
 - Strong retail operator with embedded food options at several locations
 - Recognize synergies with other operations in the area



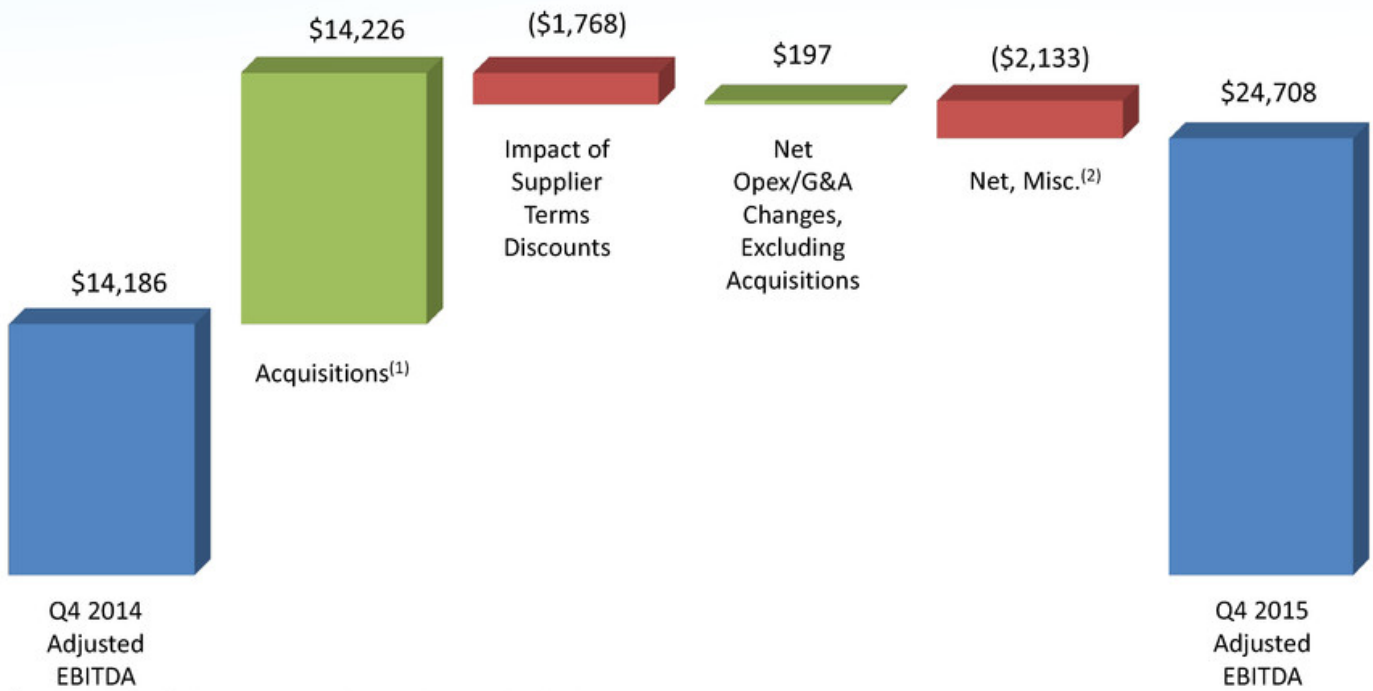
(Certain Assets)

- # 55 Dealer Supply Contracts
11 Fee or Leasehold Sites
- \$38.5 Million Purchase
- 100+ Million Gallons*
- Chicago Metro
- BP
- May 19, 2014 close date
- Asset Purchase
- Rationale
 - Long-term fuel supply agreements with average term remaining of approximately 14 years
 - Expands relationship with BP

Note: Estimated volumes at acquisition

4Q14 vs 4Q15 Adjusted EBITDA Performance

(in thousands)



⁽¹⁾ Acquisitions include third party acquisitions and CST asset drops conducted since Q2 2014

⁽²⁾ Net, Misc. includes increased IDR distributions, DTW pricing and other miscellaneous items

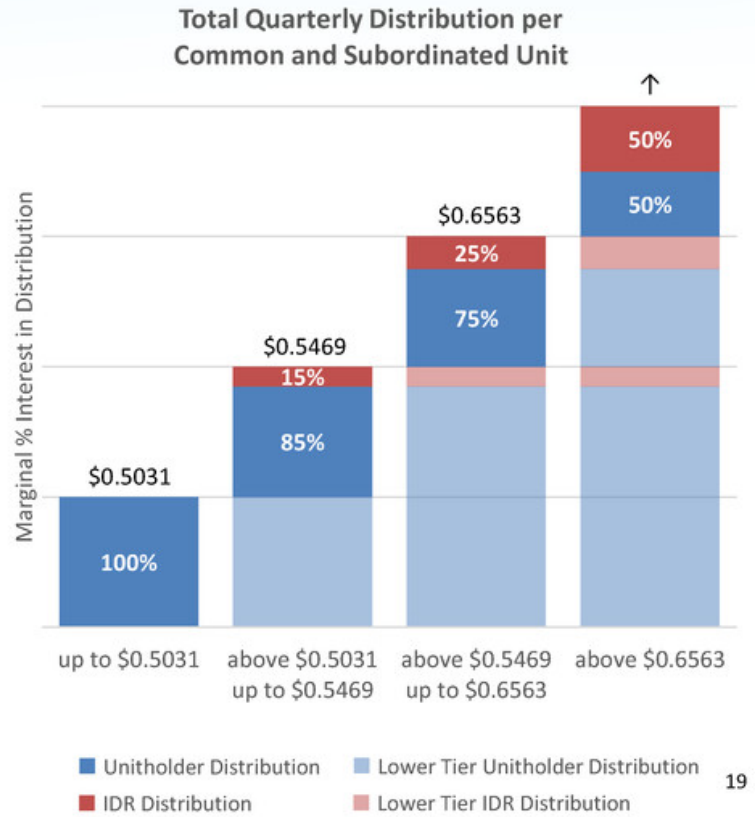
Note: See the Appendix for definitions and a reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income.

Incentive Distribution Rights

- If cash distributions to our unitholders exceed \$0.5031 per unit in any quarter, CrossAmerica unitholders and the incentive distribution rights held by CST will receive distributions according to the percentage allocations shown in the chart to the right

Additional Information:

- \$0.5031 on an annual basis = \$2.01
- \$0.5469 on an annual basis = \$2.19
- \$0.6563 on an annual basis = \$2.63
- Q4 2014 Dividend = \$0.5325, on an annual basis = \$2.13



Returning Cash to Unitholders

CAPL Unit Repurchase Plan

- On November 2, 2015, the CrossAmerica Board approved a \$25 million unit repurchase program authorizing CrossAmerica to repurchase common units
- Unit Purchase Activity:

	Units Purchased	Average Price Per Unit	Dollar Amount Spent
4Q 2015	154,158	\$23.37	\$3.6 million
Since Inception to Date (02/17/16)	154,158	\$23.37	\$3.6 million

Returning Cash to Unitholders

CST's CAPL Unit Purchase Plan

- Recognizing the attractive investment offered by CAPL common units and reinforcing CST's continued support of CrossAmerica and its long term business strategies, the CST Board authorized a \$50 million unit purchase program on September 21, 2015
- Unit Purchase Activity:

	Units Purchased	Average Price Per Unit	Dollar Amount Spent
3Q 2015	170,374	\$23.12	\$3.9 million
4Q 2015	634,293	\$25.04	\$15.9 million
Since Inception to Date (02/17/16)	804,667	\$24.64	\$19.8 million

Non-GAAP Financial Measures

Supplemental Disclosure Regarding Non-GAAP Financial Measures

CrossAmerica uses non-GAAP financial measures EBITDA, Adjusted EBITDA, and Distributable Cash Flow. EBITDA represents net income available to CrossAmerica limited partners before deducting interest expense, income taxes and depreciation, amortization and accretion. Adjusted EBITDA represents EBITDA as further adjusted to exclude equity funded expenses related to incentive compensation and the Amended Omnibus Agreement, gains or losses on sales of assets, certain discrete acquisition related costs, such as legal and other professional fees and severance expenses associated with recently acquired companies, and certain other discrete non-cash items, such as inventory fair value adjustments arising from purchase accounting. Distributable Cash Flow represents Adjusted EBITDA less cash interest expense, sustaining capital expenditures and current income tax expense.

EBITDA, Adjusted EBITDA, and Distributable Cash Flow are used as supplemental financial measures by management and by external users of CrossAmerica's financial statements, such as investors and lenders. EBITDA and Adjusted EBITDA are used to assess the Partnership's financial performance without regard to financing methods, capital structure or income taxes and the ability to incur and service debt and to fund capital expenditures. In addition, Adjusted EBITDA is used to assess the operating performance of CrossAmerica's business on a consistent basis by excluding the impact of items which do not result directly from the wholesale distribution of motor fuel, the leasing of real property, or the day to day operations of the Partnership's retail convenience store activities. EBITDA, Adjusted EBITDA, and Distributable Cash Flow are also used to assess the ability to generate cash sufficient to make distributions to CrossAmerica's unit-holders.

The Partnership believes the presentation of EBITDA, Adjusted EBITDA, and Distributable Cash Flow provides useful information to investors in assessing the financial condition and results of operations. EBITDA, Adjusted EBITDA, and Distributable Cash Flow should not be considered alternatives to net income or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP. EBITDA, Adjusted EBITDA, and Distributable Cash Flow have important limitations as analytical tools because they exclude some but not all items that affect net income. Additionally, because EBITDA, Adjusted EBITDA, and Distributable Cash Flow may be defined differently by other companies in CrossAmerica's industry, the Partnership's definitions may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

Non-GAAP Financial Measures

The following table presents reconciliations of EBITDA, Adjusted EBITDA, and Distributable Cash Flow to net income, the most directly comparable U.S. GAAP financial measure, for each of the periods indicated (in thousands, except for per unit amounts):

	Three Months Ended December 31,		Year Ended December 31,	
	2015	2014	2015	2014
Net income available to CrossAmerica limited partners	\$ 3,617	\$ (13,756)	\$ 10,051	\$ (6,407)
Interest expense	4,605	3,730	18,493	16,631
Income tax (benefit) expense	(820)	3,225	(3,542)	(1,354)
Depreciation, amortization and accretion	11,883	11,680	48,227	33,285
EBITDA	\$ 19,285	\$ 4,879	\$ 73,229	\$ 42,155
Equity funded expenses related to incentive compensation and the Amended Omnibus Agreement ^(a)	4,779	8,083	14,036	11,958
(Gain) loss on sales of assets, net	(360)	(169)	(2,719)	(1,653)
Acquisition related costs ^(b)	1,004	1,393	4,412	7,481
Inventory fair value adjustments	—	—	1,356	1,483
Adjusted EBITDA	\$ 24,708	\$ 14,186	\$ 90,314	\$ 61,424
Cash interest expense	(4,085)	(3,336)	(16,689)	(13,851)
Sustaining capital expenditures ^(c)	(283)	(1,118)	(1,318)	(3,104)
Current income tax expense	(141)	(317)	(2,574)	(406)
Distributable Cash Flow	\$ 20,199	\$ 9,415	\$ 69,733	\$ 44,063
Weighted average diluted common and subordinated units	33,262	23,022	29,086	19,934(d)
Distributable Cash Flow per diluted limited partner unit	\$ 0.6073	\$ 0.4090	\$ 2.3975	\$ 2.2105
Distributions paid per limited partner unit	\$ 0.5775	\$ 0.5325	\$ 2.2300	\$ 2.0800
Distribution coverage	1.05x	0.77x	1.08x	1.06x

(a) As approved by the independent conflicts committee of the General Partner and the executive committee of and CST's board of directors, CrossAmerica and CST mutually agreed to settle the second and third quarter 2015 amounts due under the terms of the Amended Omnibus Agreement in limited partnership units.

(b) Relates to certain discrete acquisition related costs, such as legal and other professional fees and severance expenses associated with recently acquired businesses.

(c) Under the Partnership agreement, sustaining capital expenditures are capital expenditures made to maintain the long-term operating income or operating capacity. Examples of sustaining capital expenditures are those made to maintain existing contract volumes, including payments to renew existing distribution contracts, or to maintain CrossAmerica's sites in leasable condition, such as parking lot or roof replacement/renovation, or to replace equipment required to operate the existing business.

(d) Amount includes approximately 6,000 diluted units that are not included in the calculation of diluted earnings per unit on the face of the income statement because to do so would be anti-dilutive.

Non-GAAP Financial Measures

The following table reconciles segment Adjusted EBITDA to consolidated Adjusted EBITDA (in thousands):

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Adjusted EBITDA - Wholesale segment	\$ 26,803	\$ 18,180	\$ 92,826	\$ 73,451
Adjusted EBITDA - Retail segment	\$ 3,734	\$ 4,660	\$ 20,366	\$ 8,729
Adjusted EBITDA - Total segment	\$ 30,537	\$ 22,840	\$ 113,192	\$ 82,180
Reconciling items:				
Elimination of intersegment profit in ending inventory balance	(29)	(57)	(47)	(106)
General and administrative expenses	(11,039)	(18,122)	(40,264)	(40,319)
Other income, net	60	151	396	466
Equity funded expenses related to incentive compensation and the Amended Omnibus Agreement	4,779	8,083	14,036	11,958
Acquisition related costs	1,004	1,393	4,412	7,481
Net (income) loss attributable to noncontrolling	(7)	17	(21)	9
Distributions to incentive distribution right holders	(597)	(119)	(1,390)	(245)
Consolidated Adjusted EBITDA	\$ 24,708	\$ 14,186	\$ 90,314	\$ 61,424

