

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Topper Joseph V. Jr.</u>			2. Issuer Name and Ticker or Trading Symbol <u>CrossAmerica Partners LP [ CAPL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
515 WEST HAMILTON ST., SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ALLENTOWN PA 18101</u>								
(City) (State) (Zip)								

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	06/28/2017		M		1,341	A	(1)	163,544	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units	(2)	06/28/2017		M		1,341	(2)	(2)		Common Units	1,341	(1)	0	D	

Explanation of Responses:

- Each phantom unit was the economic equivalent of one common unit ("Common Unit") representing a limited partner interest in CrossAmerica Partners LP (the "Issuer"). The reporting person acquired Common Units upon vesting of the phantom units.
- Phantom units vested on June 28, 2017 as per the Change in Control (as described herein) provision of the award agreement, and were converted into common units at the discretion of the Issuer. On June 28, 2017, CST Brands, Inc. ("CST") became an indirect, wholly owned subsidiary of Circle K Stores Inc. ("Circle K") pursuant to the Agreement and Plan of Merger, by and among CST, Circle K and Ultra Acquisition Corp. (the "Merger"). Since October 1, 2014, CST has indirectly owned all of the equity interests of the sole member of CrossAmerica GP LLC (the "General Partner"), the general partner of CrossAmerica Partners LP (the "Partnership"). As a result of the Merger, Circle K indirectly acquired all of the equity interests in the General Partner. Circle K, through its ownership interest in the General Partner, has the ability to appoint all of the members of the board of directors of the General Partner and to manage the operations and activities of the Partnership.

Remarks:

/s/ Giovanna Rueda as Attorney in Fact for 06/30/2017  
Joseph V. Topper, Jr.  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby appoints each of Gerard J. Sonnier, Giovanna Rueda, and Frank Macerato, as the undersigned's true and lawful

1. prepare, execute and file, for and on behalf of the undersigned any and all documents and filings that are required or advisable to be made with the United States

2. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and

All prior Powers of Attorney are hereby revoked. This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing (written)

This Power of Attorney shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania, without giving effect to any principles of

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2014.

/s/

Joseph V. Topper, Jr.