

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): November 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 senior management of CrossAmerica Partners LP, a Delaware limited partnership (the "Partnership"), will be utilizing in presentations to analysts and investors. The slides are available on the Partnership's website at www.crossamericapartners.com. On November 29, 2016, CrossAmerica Partners LP (the "Partnership") issued a press release announcing a pending sale-leaseback transaction furnished herewith as Exhibit 99.2.

The information in this Current Report is being furnished pursuant to Regulation FD. The information in Item 7.01 and Exhibits 99.1 and 99.2 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 Company makes no admission as to the materiality of any information in this report that the Company chooses to disclose solely because of Regulation FD.

Safe Harbor Statement

Statements contained in the exhibits to this report 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.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Investor Presentation Slides of CrossAmerica Partners LP
99.2	Press Release dated November 29, 2016 regarding CrossAmerica's announcement of a pending sale-leaseback transaction

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: November 29, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Investor Presentation Slides of CrossAmerica Partners LP



CROSSAMERICA
PARTNERS LP

Investor Update

Jefferies Energy Conference
November 29, 2016

Jeremy Bergeron, President

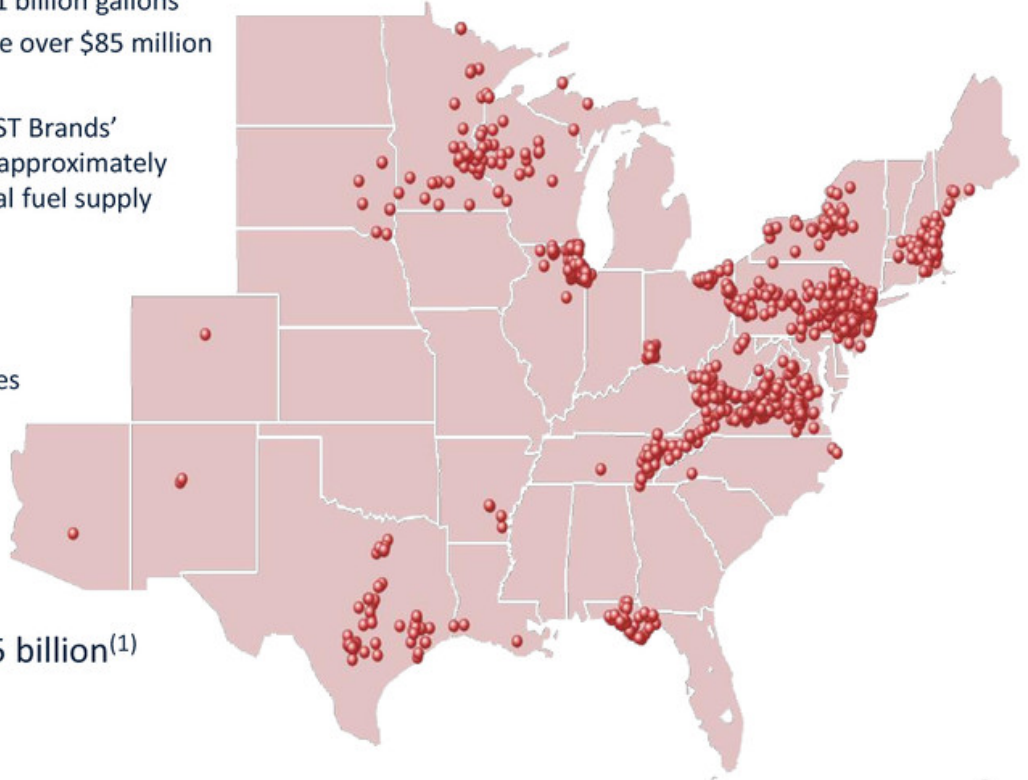


Safe Harbor Statement

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 over \$85 million
 - Operates 78 c-stores⁽¹⁾
 - 17.5% equity interest in CST Brands' wholesale fuels business, approximately 1.7 billion gallons of annual fuel supply
- Over 1,250 locations⁽¹⁾
 - 642 Lessee Dealers
 - 404 Independent Dealers
 - 78 Company Operated Sites
 - 67 Commission Agents
 - 70 Non-fuel Tenant Sites
- Equity market capitalization of \$848 million and enterprise value of \$1.35 billion⁽¹⁾



⁽¹⁾ As of September 30, 2016



State Oil Company

52 Lessee Dealers, 25 Indep. Dealers, 3 Company Ops*

\$41.8 Million Purchase

60 Million Gallons

Chicago Market

Marathon, Citgo, Phillips 66, Mobil, BP, Shell

Sep 27, 2016 close date

Asset Purchase

Rationale

- 56 valuable fee sites in Greater Chicago
- Located in proximity of CAPL's existing markets
- Expands branding relationship with several suppliers

* - Also includes 2 non-fuel locations



CrossAmerica Upper Midwest Region

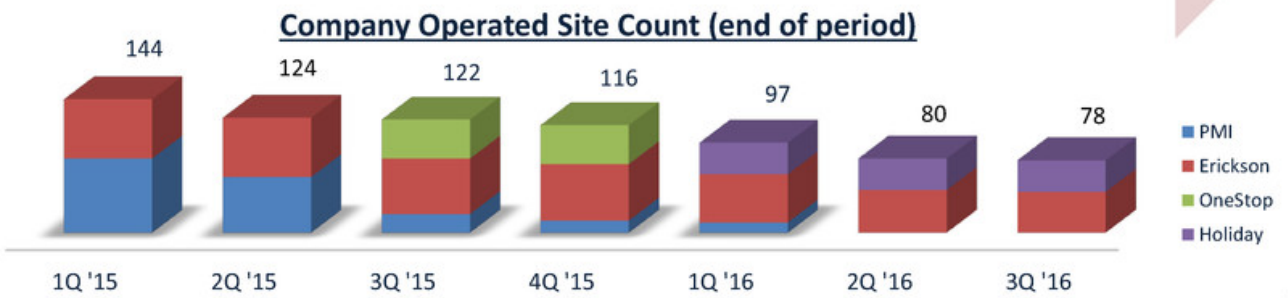
● 154 previous locations

● 82 acquired State Oil locations

Pending Sale-Leaseback (SLB) Transaction

- Signed agreement to sell 20 properties for approximately \$29 million
- 15 year term with three 5-year renewal options
- Attractive CAP rate that results in positive site level cash flow
- Further improves cash flow multiple purchase
- De-levers balance sheet; frees up capital
- SLB transaction expected to close by Dec 31, 2016

- Completed accretive acquisition of State Oil assets on September 27
 - Converted 3 company operated sites to lessee dealer at closing
- Operating 31 franchised Holiday store locations and 3 non-fuel locations acquired in 1Q
 - 34 total sites, over 26 million annual gallons of fuel, valuable real estate, strong inside sales
 - Assessing long-term operation plan
- Operating 37 FreedomValu and 7 SuperAmerica locations acquired in 2015
 - Converted 20 locations to lessee dealer, remaining sites are larger footprint with stronger inside sales
- Continued focus on managing expenses and execution of our integration strategy
 - Applying processes and systems to reduce operating, general & administrative expenses following acquisitions
 - Converted 75 Company Operated sites to Lessee Dealer accounts in 2016, yielding a more stable, qualifying income cash flow stream

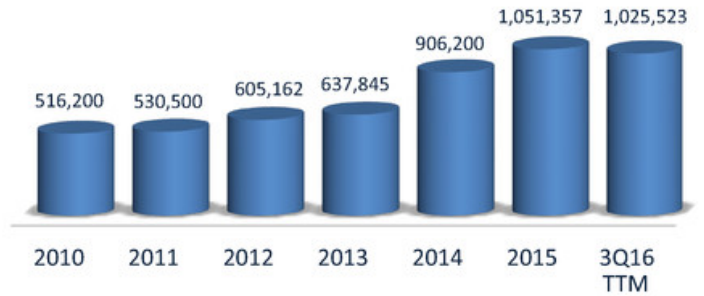




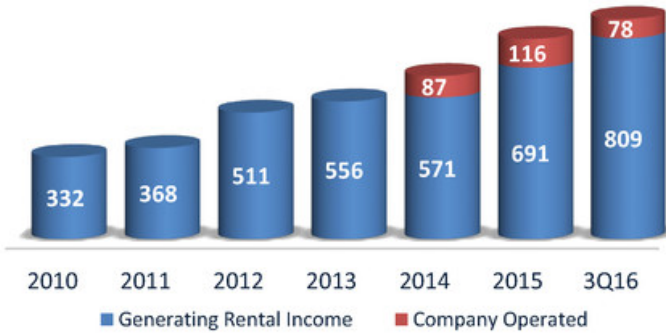
Operating Results

Operating Results (in thousands, except for per gallon and site count)	First 9 Mo 2016	First 9 Mo 2015	% Change
Total Motor Fuel Sites (period avg.)	1,111	1,060	5%
Total Volume of Gallons Distributed	769,194	795,027	(3%)
Wholesale Fuel Margin per Gallon	\$0.052	\$0.057	(9%)
Rental & Other Gross Profit (Wholesale)	\$43,162	\$32,599	32%
Company Operated Sites (period avg.)	89	137	(35%)
Volume of Company Op Gallons Distributed	65,772	108,463	(39%)
Company Op Fuel Margin per Gallon	\$0.090	\$0.141	(36%)
General, Admin. & Operating Expenses	\$63,822	\$84,284	(24%)

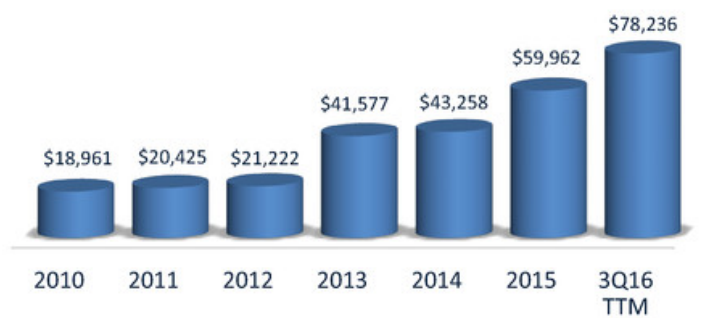
Gallons of Motor Fuel Distributed (in thousands)



Number of Sites Owned & Leased (end of period)



Gross Rental Income (in thousands)



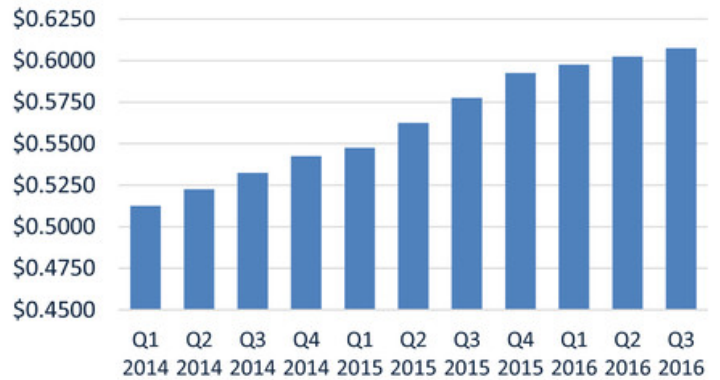
Financial Summary

KEY METRICS (in thousands, except for per unit amounts)	First 9 Mo 2016	First 9 Mo 2015	% Change
Gross Profit	\$116,843	\$129,867	(10%)
Adjusted EBITDA ⁽¹⁾	\$76,419	\$65,606	17%
Distributable Cash Flow ⁽¹⁾	\$59,744	\$49,534	21%
Weighted Avg. Diluted Units	33,305	27,662	20%
Distribution Paid per LP Unit	\$1.7925	\$1.6525	9%
Distribution Coverage	1.00x	1.08x	(8%)

(1) See the (i) reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income and (ii) the definitions of EBITDA, Adjusted EBITDA and DCF in the appendix of this presentation.

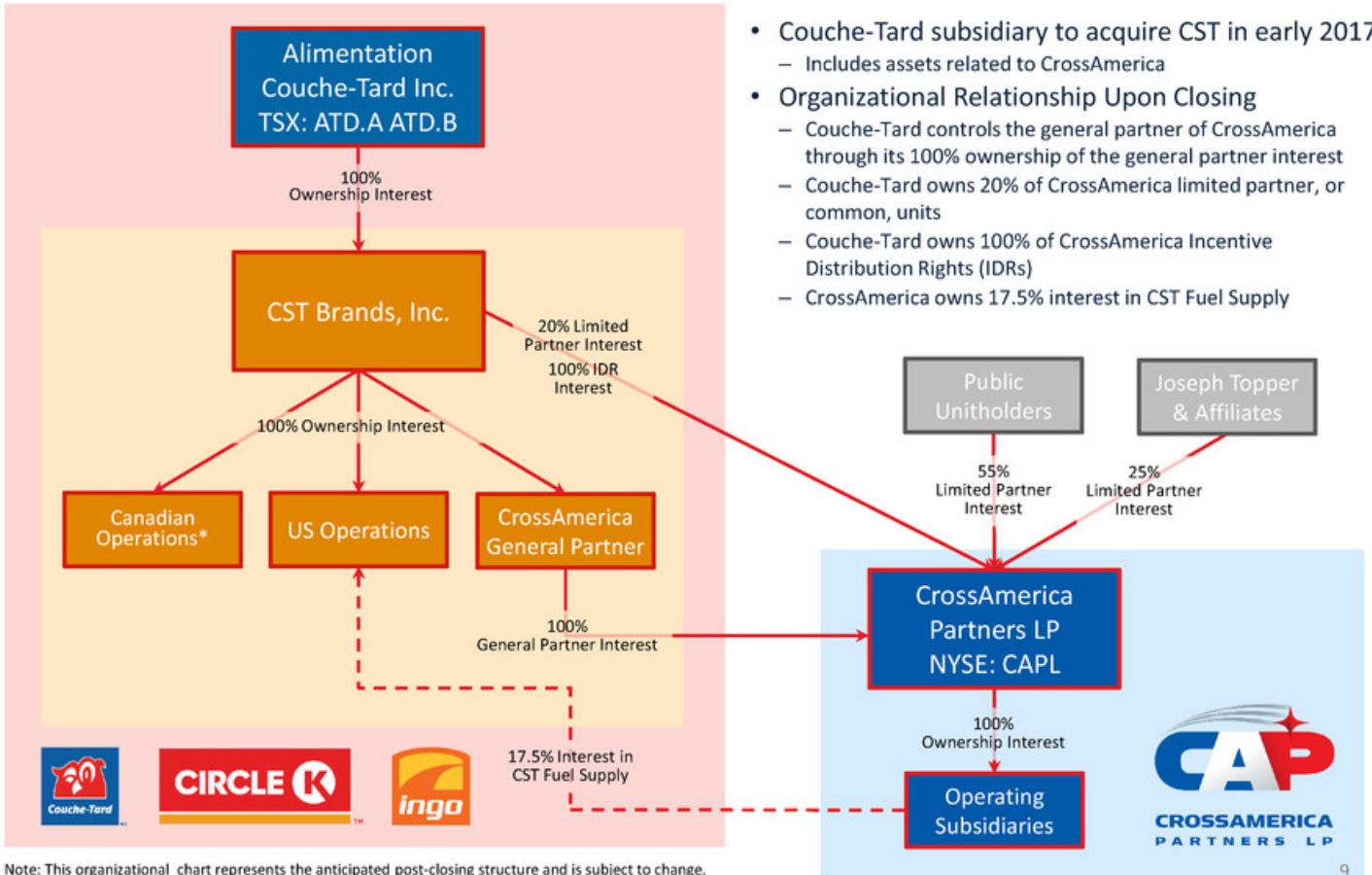
- Paid distribution attributable to third quarter of \$0.6075 per unit
 - 0.5 cent per unit increase over distribution attributable to second quarter 2016
 - Expect to increase per unit distribution by 5%-7% for 2016 over 2015
 - Continue to target a long-term distribution coverage ratio of at least 1.1x
- 2016 Distributable Cash Flow⁽¹⁾ growth
 - Selective, accretive acquisitions
 - Strong business performance
 - Expense reduction associated with integration of recently completed transactions
- Demonstrating financial flexibility to execute growth strategy in any market cycle
 - Pending Sale-Leaseback transaction exhibits opportunity to continue growth and manage capital
 - Velocity of growth will be determined based on capital availability
 - Well-positioned to take advantage of improving market environment

Distributions per Unit (on declared basis)



(1) See the (i) reconciliation of EBITDA, Adjusted EBITDA and Distributable Cash Flow (or "DCF") to net income and (ii) the definitions of EBITDA, Adjusted EBITDA and DCF in the appendix of this presentation.

Transaction Overview



- Couche-Tard subsidiary to acquire CST in early 2017
 - Includes assets related to CrossAmerica
- Organizational Relationship Upon Closing
 - Couche-Tard controls the general partner of CrossAmerica through its 100% ownership of the general partner interest
 - Couche-Tard owns 20% of CrossAmerica limited partner, or common, units
 - Couche-Tard owns 100% of CrossAmerica Incentive Distribution Rights (IDRs)
 - CrossAmerica owns 17.5% interest in CST Fuel Supply

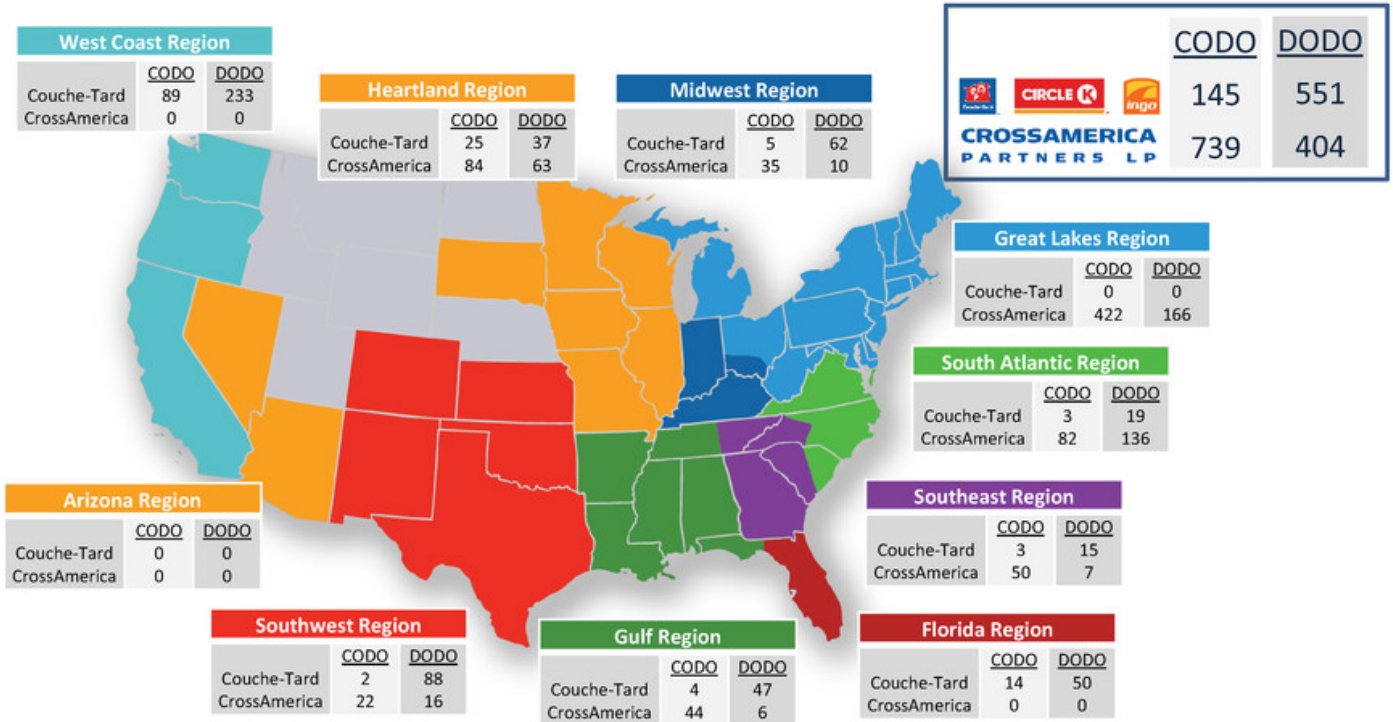
Note: This organizational chart represents the anticipated post-closing structure and is subject to change.

* - Couche-Tard entered into an agreement with another party to sell certain Canadian assets of CST after the merger.

- Provides continuity with a sponsor whose management culture is aligned with CrossAmerica
 - Disciplined operator with best practices in acquisitions and integration
 - Strong and consistent financial performance throughout all economic cycles
 - Heightened focus on growing free cash flow, with particular expertise in cost management
 - Well capitalized with solid balance sheet
 - Well positioned to lead further consolidation in fragmented industry
- Scale and global reach provides additional operational benefits
 - Further strengthens relationship with many of our key suppliers
 - Many turnkey branding and franchise programs that can complement our dealer offerings
 - Supports dealer health, which impacts fuel volume growth and additional rental income potential
- Wholesale operations with complementary geographic reach



Creates Leading Wholesale Distributorship in US



CODO: Company Owned Dealer Operated – Sites for which the real estate is controlled by Company (through ownership or lease agreements) and for which the stores (and/or the service stations) are operated by an independent operator in exchange for rent and to which Company supplies road transportation fuel through supply contracts. Some of these sites are subject to a franchise agreement, licensing or other similar agreement. Includes Commission Agent locations at CrossAmerica.

DODO: Dealer Owned Dealer Operated – Sites controlled and operated by independent operators to which Company supplies road transportation fuel through supply contracts. Some of these sites are subject to a franchise agreement, licensing or other similar agreement.



Appendix



Non-GAAP Financial Measures

Supplemental Disclosure Regarding Non-GAAP Financial Measures

CrossAmerica uses non-GAAP financial measures EBITDA, Adjusted EBITDA, Distributable Cash Flow and Distribution Coverage Ratio. 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 arising from purchase accounting. Distributable Cash Flow represents Adjusted EBITDA less cash interest expense, sustaining capital expenditures and current income tax expense. Distribution Coverage Ratio is computed by dividing Distributable Cash Flow by the weighted average diluted common and subordinated units and then dividing that result by the distributions paid per limited partner unit.

EBITDA, Adjusted EBITDA, Distributable Cash Flow and Distribution Coverage Ratio 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, Distributable Cash Flow and Distribution Coverage Ratio 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, Distributable Cash Flow and Distribution Coverage Ratio provides useful information to investors in assessing the financial condition and results of operations. EBITDA, Adjusted EBITDA, Distributable Cash Flow and Distribution Coverage Ratio 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, Distributable Cash Flow and Distribution Coverage Ratio have important limitations as analytical tools because they exclude some but not all items that affect net income. Additionally, because EBITDA, Adjusted EBITDA, Distributable Cash Flow and Distribution Coverage Ratio 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 Reconciliation

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 September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income available to CrossAmerica limited partners	\$ 2,112	\$ 9,735	\$ 5,926	\$ 6,434
Interest expense	5,634	4,867	16,403	13,888
Income tax expense (benefit)	1,308	(134)	851	(2,722)
Depreciation, amortization and accretion	13,432	13,431	40,594	36,344
EBITDA	\$ 22,486	\$ 27,899	\$ 63,774	\$ 53,944
Equity funded expenses related to incentive compensation and the Amended Omnibus Agreement ^(a)	3,572	3,065	10,197	9,257
Gain on sales of assets, net	(631)	(1,907)	(525)	(2,359)
Acquisition related costs ^(b)	1,659	1,256	2,882	3,408
Inventory fair value adjustments	—	650	91	1,356
Adjusted EBITDA	\$ 27,086	\$ 30,963	\$ 76,419	\$ 65,606
Cash interest expense	(5,306)	(4,689)	(15,355)	(12,604)
Sustaining capital expenditures ^(c)	(209)	(208)	(538)	(1,035)
Current income tax expense	(317)	(946)	(782)	(2,433)
Distributable Cash Flow	\$ 21,254	\$ 25,120	\$ 59,744	\$ 49,534
Weighted average diluted common and subordinated units	33,391	33,094	33,305	27,662
Distributions paid per limited partner unit ^(d)	\$ 0.6025	\$ 0.5625	\$ 1.7925	\$ 1.6525
Distribution coverage ratio ^(e)	1.06x	1.35x	1.00x	1.08x

(a) As approved by the independent conflicts committee of the Board of Directors of the General Partner and the executive committee of CST and its board of directors, CrossAmerica and CST mutually agreed to settle certain 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, severance expenses and purchase accounting adjustments associated with recently acquired businesses.

(c) Under the First Amended and Restated Partnership Agreement of CrossAmerica, as amended, sustaining capital expenditures are capital expenditures made to maintain our 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 conditions suitable to lease, such as parking lot or roof replacement/renovation, or to replace equipment required to operate the existing business.

(d) The board of directors of CrossAmerica's General Partner approved a quarterly distribution of \$0.6075 per unit attributable to the third quarter of 2016. The distribution is payable on November 15, 2016 to all unitholders of record on November 4, 2016.

(e) The distribution coverage ratio is computed by dividing Distributable Cash Flow by the weighted average diluted common and subordinated units and then dividing that result by the distributions paid per limited partner unit.

CrossAmerica Announces Pending Sale-Leaseback Transaction with Leading Institutional Real Estate Investor

- *Includes the sale and leaseback of 20 properties acquired as part of the State Oil acquisition*
- *Transaction expected to close by the end of the year*

ALLENTOWN, PA, November 29, 2016 - CrossAmerica Partners LP (NYSE: CAPL) (“CrossAmerica” or “the Partnership”) announced today that it has entered into an agreement with a leading institutional real estate investor for the sale and leaseback of 20 properties acquired as part of the State Oil acquisition for net proceeds of approximately \$29 million. CrossAmerica acquired the State Oil assets on September 27, 2016 for \$41.8 million, which included a total of 56 fee properties and 60 million gallons of annual fuel supply.

As part of the agreement, the retail sites in the Chicago market will be sold to the buyer and leased to CrossAmerica for a period of 15 years with an additional 15 years of renewal options. The transaction is subject to further due diligence and is expected to close by the end of the year.

“We are pleased to enter into this agreement with a leading real estate institution that will provide us with additional flexibility as we manage our available capital,” said President Jeremy Bergeron. “With this pending sale-leaseback transaction, as well as various other initiatives, we continue to position the Partnership for further growth, while strengthening our balance sheet and maintaining a strong coverage ratio.”

About CrossAmerica Partners LP

CrossAmerica Partners is a leading wholesale distributor of motor fuels and owner and lessor of real estate used in the retail distribution of motor fuels. Its general partner, CrossAmerica GP LLC, is a wholly owned subsidiary of CST Brands, Inc., one of the largest independent retailers of motor fuels and convenience merchandise in North America. Formed in 2012, CrossAmerica Partners LP is a distributor of branded and unbranded petroleum for motor vehicles in the United States and distributes fuel to approximately 1,190 locations and owns or leases more than 880 sites. With a geographic footprint covering 29 states, the Partnership has well-established relationships with several major oil brands, including ExxonMobil, BP, Shell, Chevron, Sunoco, Valero, Gulf, Citgo, Marathon and Phillips 66. CrossAmerica Partners ranks as one of ExxonMobil's largest distributors by fuel volume in the United States and in the top 10 for additional brands. For additional information, please visit www.crossamericapartners.com.

Contacts

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Media:

Lisa Koenig, 210-692-2659

Forward-Looking Statements

This press release and any oral statements made regarding the subjects of this release may contain forward-looking statements of CrossAmerica Partners, which may include, but are not limited to, statements regarding CrossAmerica Partners' plans, objectives, expectations and intentions and other statements that are not historical facts, including statements identified by words such as "outlook," "intends," "plans," "estimates," "believes," "expects," "potential," "continues," "may," "will," "should," "seeks," "approximately," "predicts," "anticipates," "foresees," or the negative

version of these words or other comparable expressions. All statements addressing operating performance, events, or developments that CrossAmerica Partners expects or anticipates will occur in the future, including statements relating to the acquisitions, consideration that may be subject to adjustment, and closing conditions, revenue growth and earnings or earnings per unit growth, as well as statements expressing optimism or pessimism about future operating results, are forward-looking statements. The forward-looking statements are based upon CrossAmerica Partners' current views and assumptions regarding future events and operating performance and are inherently subject to significant business, economic and competitive uncertainties and contingencies and changes in circumstances, many of which are beyond each of the company's control. The statements in this press release are made as of the date of this press release, even if subsequently made available by CrossAmerica Partners on its website or otherwise. CrossAmerica Partners does not undertake any obligation to update or revise these statements to reflect events or circumstances occurring after the date of this press release.

Although CrossAmerica Partners does not make forward-looking statements unless it believes it has a reasonable basis for doing so, the Partnership cannot guarantee their accuracy. Achieving the results described in these statements involves a number of risks, uncertainties and other factors that could cause actual results to differ materially, including the factors discussed in this report and those described in the "Risk Factors" section of the CrossAmerica Partners' Form 10-K or 10-Qs filed with the Securities and Exchange Commission as well as in CrossAmerica Partners' other filings with the Securities and Exchange Commission. No undue reliance should be placed on any forward-looking statements.