

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 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 Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2020</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 | | |
| 600 WEST HAMILTON ST., SUITE 500 | | | 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 | 04/14/2020 | | A | | 744,544 | A | (1) | 744,544 ⁽²⁾⁽³⁾ | I ⁽²⁾ | See footnote ⁽²⁾ |
| Common Units | 04/14/2020 | | A | | 98,337 | A | (1) | 98,337 ⁽³⁾⁽⁴⁾ | I ⁽⁴⁾ | See footnote ⁽⁴⁾ |
| Common Units | | | | | | | | 2,528,673 ⁽³⁾⁽⁵⁾ | I ⁽³⁾⁽⁵⁾ | See Footnote ⁽³⁾⁽⁵⁾ |
| Common Units | | | | | | | | 7,486,131 ⁽³⁾⁽⁶⁾ | I ⁽⁶⁾ | Dunne Manning CAP Holdings I LLC ⁽⁶⁾ |
| Common Units | | | | | | | | 1,651,197 ⁽³⁾⁽⁷⁾ | I ⁽⁷⁾ | See Footnote ⁽⁷⁾ |
| Common Units | | | | | | | | 68,972 ⁽³⁾ | I ⁽⁸⁾ | By The Patricia Dunne Topper Trust for the Family of Joseph V. Topper, Jr. ⁽⁸⁾ |
| Common Units | | | | | | | | 65,395 | D ⁽³⁾ | |
| Common Units | | | | | | | | 1,854,943 ⁽³⁾⁽⁹⁾ | I ⁽⁹⁾ | By Energy Realty Partners, LLC ⁽⁹⁾ |
| Common Units | | | | | | | | 3,782,216 ⁽³⁾⁽¹⁰⁾ | I ⁽¹⁰⁾ | By Dunne Manning Inc. ⁽¹⁰⁾ |

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 | | | | | |

Explanation of Responses:

- On April 14, 2014, pursuant to an Asset Purchase Agreement dated January 15, 2020 (the "Purchase Agreement"), with the sellers ("Sellers") signatories thereto, including Dunne Manning Wholesale LLC ("DMW"), an entity affiliated with Joseph V. Topper, Jr. ("Mr. Topper"), CrossAmerica Partners LP ("CAPL") purchased from the Sellers retail operations and related wholesale distribution and leasehold interests valued at \$36 million in exchange in part for the issuance by CAPL of an aggregate of 842,891 common units valued at \$15 million and calculated based on the volume weighted average trading price of \$17.80 per common unit for the 20-day period ended on January 8, 2020, five business days prior to the announcement of the Purchase Agreement.
- 744,544 of these common units were issued to DMW, a wholly owned subsidiary of the Patricia Dunne Topper Trust for the Family of Joseph V. Topper, Jr. (the "Trust"). The Trust is controlled by Mr. Topper. Beneficiaries of the Trust include members of Mr. Topper's family. Mr. Topper is the Chairman of the Board of the general partner of CAPL.
- With the exception of the common units held directly, Mr. Topper disclaims beneficial ownership of all other common units reported herein except to the extent of his pecuniary interest therein, and the inclusion of these common units in this report shall not be deemed an admission of beneficial ownership of all of the reported common units for purposes of Section 16 or for any other purpose.
- Pursuant to the Purchase Agreement, Nova8516 LP ("Nova") received 98,337 common units. The Trust owns the general partner of Nova and indirectly owns a 90% limited partner interest.
- Held by Dunne Manning CAP Holdings II LLC ("DM Holdings II"). DM Holdings II is a wholly owned subsidiary of Dunne Manning Partners LLC. Dunne Manning Partners LLC is controlled and managed by DM Partners Management Co. LLC, which is controlled by Mr. Topper, its sole manager. DM Partners Management Co. LLC is a wholly owned subsidiary of the Trust. Further, the Trust indirectly owns a majority of the member interests in Dunne Manning Partners LLC.
- Dunne Manning Partners LLC is controlled and managed by a wholly owned subsidiary of the Trust, which is controlled by Mr. Topper.
- The common units listed here are owned directly by several entities that are controlled by Mr. Topper, as follows: 133,000 Common Units held by ERNJ, LLC (100% owned by the Trust, which is controlled by Mr. Topper); 637,264 common units held by MMSCC-2, LLC (Mr. Topper controls 100% of the voting shares), and 880,933 common units held by JVT-JMG EROP Holdings, LP (Mr. Topper controls the general partner and the Trust holds a 45% limited partner interest).
- Held directly by the Trust, which is controlled by Mr. Topper.
- Held directly by Energy Realty Partners, LLC, which is 100% owned by the Trust and Mr. Topper is its sole manager.
- Held directly by Dunne Manning Inc., which is owned 100% by the Trust and Mr. Topper is its sole director.

Remarks:

/s/ Joseph V. Topper, Jr. 04/16/2020

/s/ Joseph V. Topper, Jr. Trustee of Patricia Dunne Topper Trust 04/16/2020

** 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 Michael W. Federer as the undersigned's true and lawful attorney-in-fact to

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
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 the undersigned.

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 that may be necessary or proper to carry out the purposes of this Power of Attorney. All prior Powers of Attorney are hereby revoked. This Power of Attorney shall remain in full force and effect until revoked by the undersigned. 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 choice of law provision.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of December, 2018.

/s/
Joseph V. Topper, Jr.