

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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 Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2019</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | 03/12/2019 | | P | | 14,100 ⁽¹⁾ | A | \$17.3 | 1,666,319 ⁽²⁾ | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Common Units | 03/12/2019 | | P | | 9,000 ⁽¹⁾ | A | \$17.25 | 1,675,319 ⁽²⁾ | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Common Units | | | | | | | | 173,211 ⁽³⁾ | I ⁽³⁾ | By The Patricia Dunne Topper Trust for the Family of Joseph V. Topper, Jr. ⁽³⁾ |
| Common Units | | | | | | | | 195,295 | D | |
| Common Units | | | | | | | | 1,854,943 ⁽⁴⁾ | I ⁽⁴⁾ | By Energy Realty Partners, LLC ⁽⁴⁾ |
| Common Units | | | | | | | | 3,778,756 ⁽⁵⁾ | I ⁽⁵⁾ | By Dunne Manning Inc. ⁽⁵⁾ |
| Common Units | | | | | | | | 3,782,216 ⁽⁶⁾ | I ⁽⁶⁾ | By Dunne Manning Inc. ⁽⁶⁾ |

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:

- The purchased Common Units are beneficially owned by The Topper Foundation, which is wholly owned by the Reporting Person.
- The reported Common Units are beneficially owned by entities that are wholly owned (either directly or indirectly) by the Reporting Person including: MMSCC-2, LLC, JVT-JMG EROP Holdings, LP and Kwik-Pick Ohio, LLC.
- The reported Common Units are beneficially owned by The Patricia Dunne Manning Trust for the Family of Joseph V. Topper, Jr. controlled by Joseph V. Topper, Jr. (the "Reporting Person"). The Reporting Person disclaims ownership of these Common Units except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of all of these Common Units for purposes of Section 16 or for any other purpose.
- The reported Common Units are beneficially owned by Energy Realty Partners, LLC, an entity indirectly owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of these Common Units except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of all of these Common Units for purposes of Section 16 or for any other purpose.
- The reported Common Units representing limited partner interests (the "Common Units") are beneficially owned by Dunne Manning.
- The reported Common Units are beneficially owned by Dunne Manning.

Remarks:

/s/ Michael W. Federer as Attorney-in-Fact for Joseph V. Topper, Jr. 03/14/2019

** 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 act for and on behalf of the undersigned in and on behalf of the undersigned any and all documents and filings that are required or advisable to be made with the United States and 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 with the United States and to
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 interest of 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 requisite, necessary, proper and allowable to be done in order to carry out the above purposes, powers, authorities and duties herein expressed. 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. 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 principle of law that would impair the effectiveness of this Power of Attorney. 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.