

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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2020</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	02/06/2020		A ⁽¹⁾		2,528,673	A	(1)	2,528,673 ⁽¹⁾⁽²⁾	I ⁽¹⁾⁽²⁾	See Footnote ⁽¹⁾⁽²⁾
Common Units								7,486,131 ⁽²⁾⁽³⁾	I ⁽³⁾	Dunne Manning CAP Holdings I LLC ⁽³⁾
Common Units								1,651,197 ⁽²⁾⁽⁴⁾	I ⁽⁴⁾	See Footnote ⁽⁴⁾
Common Units								68,972 ⁽²⁾⁽⁵⁾	I ⁽⁵⁾	By The Patricia Dunne Topper Trust for the Family of Joseph V. Topper, Jr. ⁽⁵⁾
Common Units								65,395	D	
Common Units								1,854,943 ⁽²⁾⁽⁶⁾	I ⁽⁶⁾	By Energy Realty Partners, LLC ⁽⁶⁾
Common Units								3,782,216 ⁽²⁾⁽⁷⁾	I ⁽⁷⁾	By Dunne Manning Inc. ⁽⁷⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*
Topper Joseph V. Jr.

(Last) (First) (Middle)

600 WEST HAMILTON ST., SUITE 500

(Street)
ALLENTOWN PA 18101

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Patricia Dunne Topper Trust

(Last) (First) (Middle)

645 HAMILTON STREET SUITE 500

(Street)
ALLENTOWN PA 18101

(City) (State) (Zip)

1. Name and Address of Reporting Person*
DM Partners Management Co. LLC

(Last) (First) (Middle)

645 HAMILTON STREET SUITE 500

(Street)
ALLENTOWN PA 18101

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Dunne Manning Partners LLC

(Last) (First) (Middle)

645 HAMILTON STREET SUITE 500

(Street)
ALLENTOWN PA 18101

(City) (State) (Zip)

Explanation of Responses:

1. On February 6, 2020, pursuant to the Equity Restructuring Agreement dated January 15, 2020 by and among CrossAmerica GP LLC (the "General Partner"), Dunne Manning CAP Holdings II LLC ("DM Holdings II"), and CrossAmerica Partners LP ("CAPL"), DM Holdings II acquired from CAPL 2,528,673 Common Units in exchange for the cancellation of all of the incentive distribution rights of CAPL. DM Holdings II is a wholly owned subsidiary of Dunne Manning Partners LLC ("DM Partners"), which is controlled and managed by DM Partners Management Co. LLC ("DM Management"), which in turn is

controlled by Joseph V. Topper, Jr. ("Mr. Topper"), its sole manager. DM Management is a wholly owned subsidiary of the Patricia Dunne Topper Trust for the Family of Joseph V. Topper, Jr. (the "Trust"). The Trust indirectly owns a majority of the member interests in DM Partners. The Trust is controlled by Mr. Topper, the Chairman of the Board of the General Partner.

2. The Reporting Person disclaims beneficial ownership of these Common Units 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.

3. Dunne Manning Partners LLC is controlled and managed by a wholly owned subsidiary of the Trust, which is controlled by Mr. Topper.

4. Does not include 229,333 Common Units held by The Topper Foundation, a 501(c)(3) non-profit corporation. Mr. Topper, who makes investment and voting decisions with respect to the Common Units held by The Topper Foundation, has no pecuniary interest in these Common Units. 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).

5. Held directly by the Trust, which is controlled by the Reporting Person.

6. Held directly by Energy Realty Partners, LLC, which is 100% owned by the Trust and the Reporting Person is its sole manager.

7. Held directly by Dunne Manning Inc., which is owned 100% by the Trust and the Reporting Person is its sole director.

Remarks:

[/s/ Joseph V. Topper, Jr.](#) [02/07/2020](#)

[/s/ Joseph V. Topper, Jr. Trustee of the Member of DM Partners Management Co. LLC](#) [02/07/2020](#)

[/s/ Joseph V. Topper, Jr. Trustee of the Member of the Manager of Dunne Manning Partners LLC](#) [02/07/2020](#)

[/s/ Joseph V. Topper, Jr. Trustee of Patricia Dunne Topper Trust](#) [02/07/2020](#)

[Joseph V. Topper, Jr. Trustee of the Member of the Manager of the Member of Dunne Manning CAP Holdings I LLC](#) [02/07/2020](#)

** 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 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:

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 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 usual to carry out the powers hereinbefore conferred, and all such powers and authority as may in anywise be required to give effect to the intent and purpose of the undersigned. 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 public policy. 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.