
**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): December 3, 2014

CrossAmerica Partners LP

(Exact name of registrant specified in its charter)

Delaware
(State or Other Jurisdiction
Of Incorporation)

001-35711
(Commission
File Number)

45-4165414
(IRS Employer
Identification No.)

645 West Hamilton Street, Suite 500
Allentown, PA 18101
(Address of principal executive offices, zip code)

(610) 625-8000
Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 3, 2014, the board of directors of CrossAmerica GP LLC, the general partner (the "General Partner") of CrossAmerica Partners LP (the "Partnership"), approved the Second Amendment (the "Second Amendment") to First Amended and Restated Agreement of Limited Partnership of the Partnership, as amended (the "Partnership Agreement").

The Second Amendment amends the definition of "Conflicts Committee" in Section 1.1 of the Partnership Agreement to state that the members of the conflicts committee may not be officers or employees of the General Partner or directors, officers or employees of its affiliates, including CST Brands, Inc., the indirect owner of the General Partner, may not hold any ownership interest in the General Partner or any of its affiliates that is determined by the board of directors of the General Partner to be likely to have an adverse impact on the ability of such director to fulfill his or her obligations as a member of the Conflicts Committee, and must meet the independence standards established by the New York Stock Exchange and the Securities Exchange Act of 1934, as amended (the "Act") to serve on an audit committee of a board of directors.

The Second Amendment was approved pursuant to Section 13.1(d) of the Partnership Agreement, which provides that the General Partner, without the approval of any other partner of the Partnership, may amend any provision of the Partnership Agreement to reflect a change that the General Partner determines does not adversely affect the limited partners of CrossAmerica in any material respect.

A copy of the Amendment is filed as Exhibit 3.1 to this Current Report and is incorporated into this Item 5.03 by reference.

Item 7.01. Regulation FD Disclosure

On December 9, 2014, the Partnership will be presenting at the Wells Fargo Securities 13th 2014 Energy Symposium in New York, New York. The presentation and accompanying slide presentation for the event will be available on the Webcasts & Presentations page of the Partnership's website at www.crossamericapartners.com. A copy of the slide presentation for the event is attached as Exhibit 99.1 to this Current Report and is incorporated into this Item 7.01 by reference. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished under Item 7.01 and shall not be deemed "filed" for purposes of Section 18 of the Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Second Amendment to First Amended and Restated Agreement of Limited Partnership of CrossAmerica Partners LP, dated as of December 3, 2014
99.1	Investor Presentation by CrossAmerica Partners LP

SIGNATURES

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 thereunto duly authorized.

CrossAmerica Partners LP

By: CrossAmerica Partners GP LLC
its general partner

Dated: December 9, 2014

By: /s/ Gérard J. Sonnier
Name: Gérard J. Sonnier
Title: Corporate Secretary

Exhibit Index

**Exhibit
No.**

Exhibit Description

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99.1	Investor Presentation by CrossAmerica Partners LP

SECOND AMENDMENT TO
FIRST AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP OF
CROSSAMERICA PARTNERS LP

THIS SECOND AMENDMENT TO FIRST AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF CROSSAMERICA PARTNERS LP (previously known as Lehigh Gas Partners LP), as amended by the First Amendment dated as of October 1, 2014 (as so amended, this "**Amendment**"), dated as of December 3, 2014, is entered into by CrossAmerica GP LLC, a Delaware limited liability company, as the general partner (the "**General Partner**"), pursuant to its authority granted in Section 13.1(d) of the First Amended and Restated Agreement of Limited Partnership, dated as of October 30, 2012 (the "**Partnership Agreement**"). Capitalized terms used but not defined herein are used as defined in the Partnership Agreement.

WHEREAS, Section 13.1(d) of the Partnership Agreement provides that the General Partner, without the approval of any other Partner, may amend any provision of the Partnership Agreement to reflect a change that the General Partner determines does not adversely affect the Limited Partners in any material respect; and

WHEREAS, the Board of Directors of the General Partner has determined that the standard set forth in Section 13.1(d) is satisfied; and

WHEREAS, the General Partner deems it in the best interest of the Partnership to effect this Amendment in order to clarify the definition of "Conflicts Committee".

NOW, THEREFORE, it is hereby agreed as follows:

A. Amendments. Section 1.1 of the Partnership Agreement is hereby amended to restate the following definition:

"Conflicts Committee" means a committee of the Board of Directors composed entirely of two or more directors, each of whom (a) is not an officer or employee of the General Partner (b) is not an officer or employee of any Affiliate of the General Partner or a director of any Affiliate of the General Partner (other than any Group Member), (c) is not a holder of any ownership interest in the General Partner or any of its Affiliates, including any Group Member, that is determined by the Board of Directors, after reasonable inquiry, to be likely to have an adverse impact on the ability of such director to fulfill his or her obligations as a member of the Conflicts Committee, and (d) meets the independence standards required of directors who serve on an audit committee of a board of directors established by the Securities Exchange Act and the rules and regulations of the Commission thereunder and by the National Securities Exchange on which any class of Partnership Interests is listed for or admitted to trading.

B. Agreement in Effect. Except as hereby amended, the Partnership Agreement shall remain in full force and effect.

C. Applicable Law. This Amendment shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to the principles of conflicts of laws.

D. Severability. Each provision of this Amendment shall be considered severable and if for any reason any provision or provisions herein are determined to be invalid, unenforceable or illegal under any existing or future law, such invalidity, unenforceability or illegality shall not impair the operation of or affect those portions of this Amendment that are valid, enforceable and legal.

[Signatures on following page]

IN WITNESS WHEREOF, this Amendment has been executed as of the date first written above.

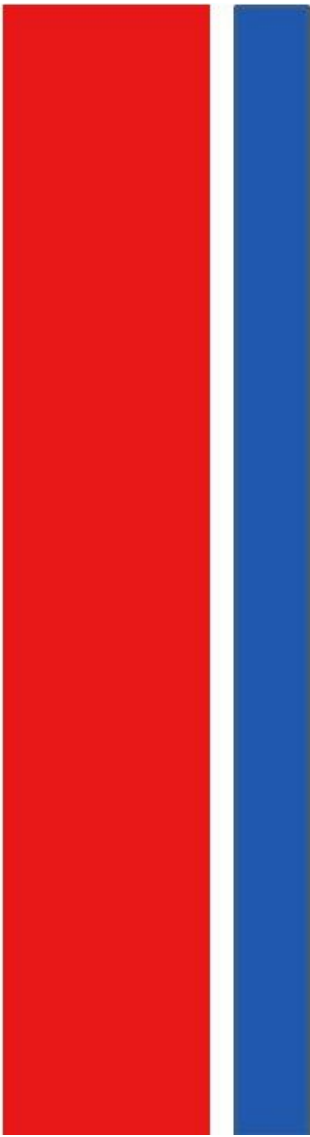
GENERAL PARTNER:

CrossAmerica GP LLC

By: Gérard J. Sonnier
Name: Gérard J. Sonnier
Title: Corporate Secretary



CROSSAMERICA
PARTNERS LP



Forward Looking and Cautionary Statements

This presentation and oral statements made regarding the subjects of this presentation may contain forward-looking statements, which may include, but are not limited to, statements regarding our 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 the Partnership expects or anticipates will occur in the future, including statements relating to 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 within the meaning of the Reform Act. The forward-looking statements are based upon our 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 our control. The statements in this presentation are made as of the date of this presentation, even if subsequently made available by us on our website or otherwise. We do not undertake any obligation to update or revise these statements to reflect events or circumstances occurring after the date of this presentation.

Although the Partnership 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 presentation and those described in the "Risk Factors" section of the Partnership's Form 10-K filed on March 10, 2014 and subsequent filings, with the Securities and Exchange Commission as well as in the Partnership's other filings with the Securities and Exchange Commission. No undue reliance should be placed on any forward-looking statements.

CrossAmerica Partners Overview

- CrossAmerica Partners LP (“CAPL” or “CrossAmerica”) is a leading wholesale distributor of motor fuels and owner and lessee of real estate related to retail fuel distribution. Its Predecessor was founded in 1992
 - Focused on distributing fuels to and owning and leasing sites located in prime locations
- CST Brands, Inc. acquired its general partner, CrossAmerica GP, LLC, and all outstanding IDRs on October 1, 2014
- Equity market capitalization of \$777 million and enterprise value of \$1,010 million as of 9/30/14
- As of 9/30/2014, distribute to 1,079 locations primarily in the Northeastern United States, Florida, Tennessee, Virginia, Illinois, Indiana and Ohio
 - 650 owned or leased sites⁽¹⁾
 - Also distribute to 429 independent dealer sites and through 18 sub-wholesalers⁽¹⁾
- Distributed 664.5 million gallons of motor fuel in the nine month period ending September 30, 2014

Top 10 Distributor for ⁽²⁾:



(1) As of September 30, 2014.
(2) Based on 2013 volume.

Investment Highlights

- Acquisition Pipeline of Fuel Distribution and Real Estate Assets from CST Brands
- Stable Cash Flows from Rental Income and Wholesale Fuel Distribution
- Established History of Completing and Integrating Acquisitions
- Long-Term Relationships with Major Integrated Oil Companies and Refiners
- Prime Real Estate Locations in Areas with High Traffic
- Financial Flexibility to Pursue Acquisitions and Expansion Opportunities

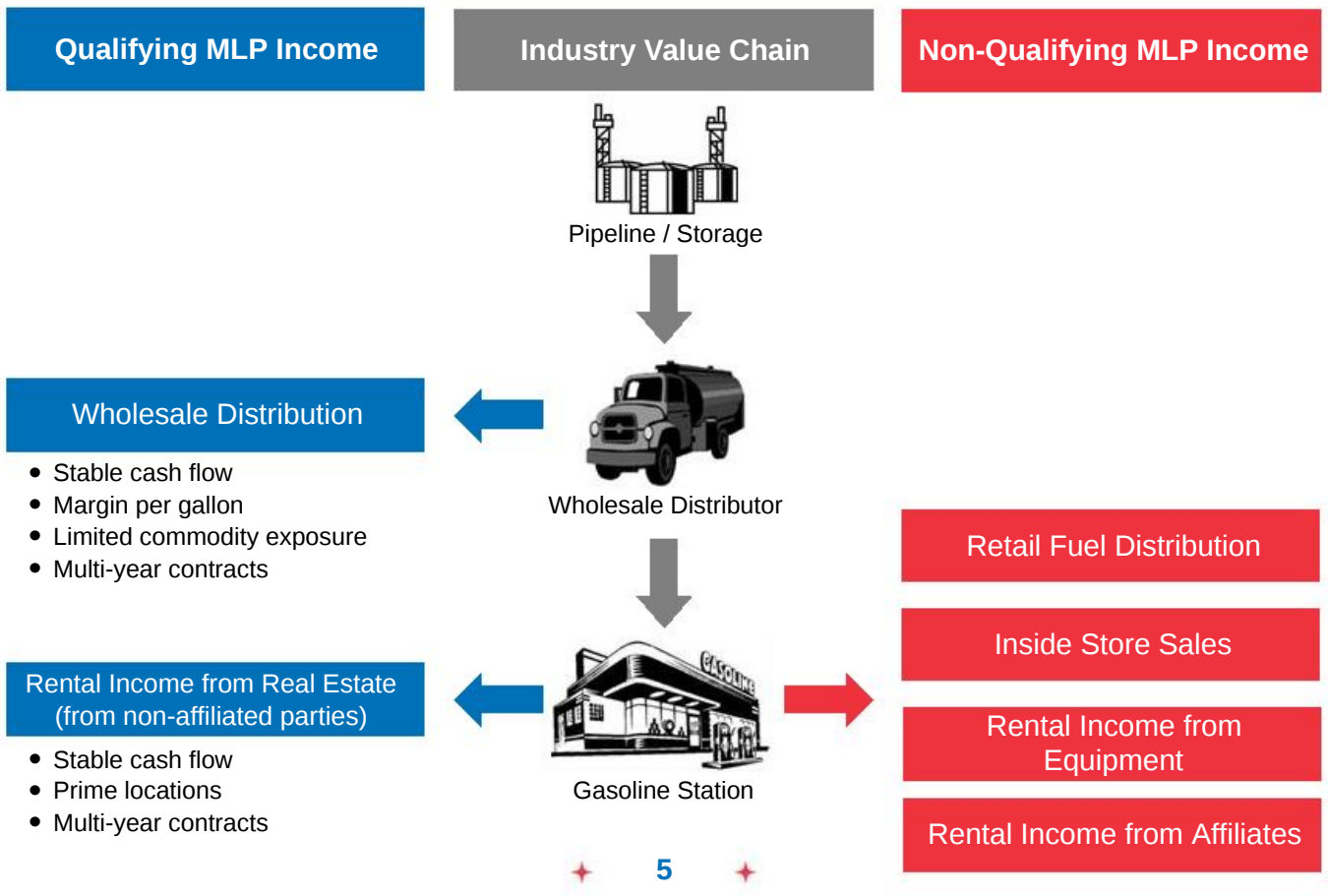


BP Station

*Union Centre Blvd., West Chester, OH
(Metro Cincinnati)*



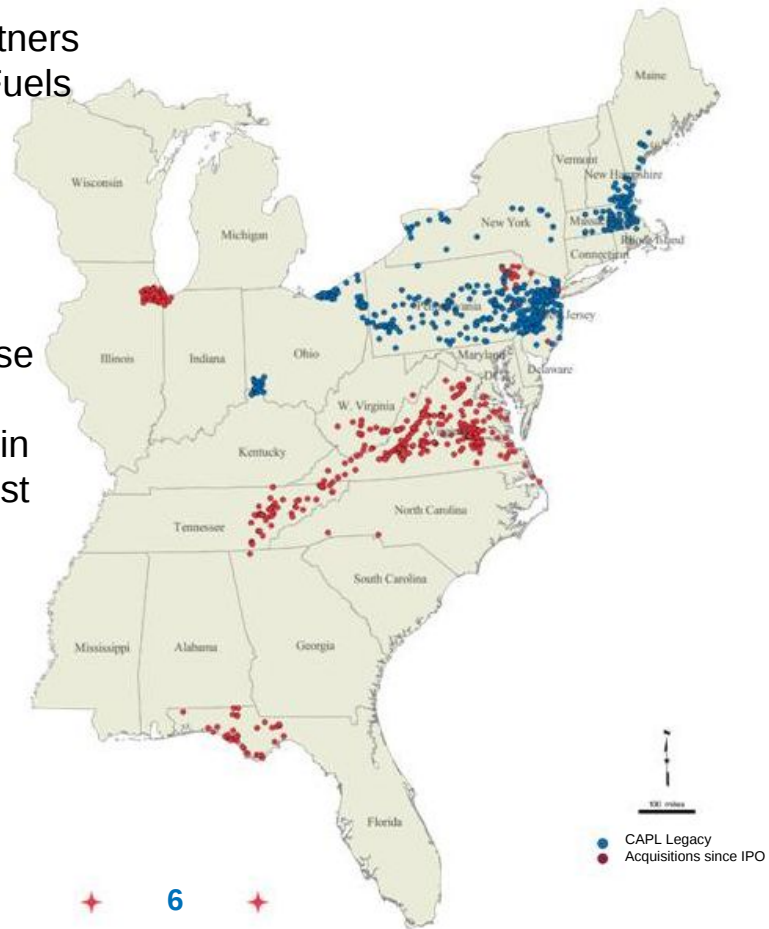
CrossAmerica Operations



CrossAmerica Portfolio Overview

Sites Where CrossAmerica Partners LP Supplies Wholesale Motor Fuels as of September 30, 2014

Geographic diversity will increase as the Partnership adds New to Industry (“NTI”) sites from CST in its core markets in the Southwest



Note: Excludes Nice 'N Easy acquisition sites

CrossAmerica Strategy

- Utilize relationship with CST to **maintain and grow cash flow**
- Own or lease sites in prime locations and seek to **enhance cash flow**
- Expand within and beyond core geographic markets through **acquisitions**
- Increase motor fuel distribution business by **expanding market share**
- Maintain **strong relationships** with major integrated oil companies and refiners
- **Manage risk and mitigate exposure** to environmental liabilities



Shell Station
Route 17, Hasbrouck Heights, NJ



CST Brands Acquisition of CAPL's General Partner

- On August 6, 2014, CAPL announced the acquisition of its general partner and IDRs by CST Brands; closing occurred October 1, 2014
 - CAPL continues to operate as a separate, publicly traded MLP
- Creates a leading platform in the industry with fuel distribution and retail operations expertise
- Transaction transformed CAPL into a sponsor-backed MLP
 - Drop-down asset sales from CST provide CAPL with an expanded set of external opportunities
 - Provides CAPL with more than 5 years of drop-down opportunities from CST's U.S. wholesale fuel supply business and New-To-Industry (NTI) real property assets
- “Best” of both organizations – c-store operations, wholesale fuel distribution and M&A expertise
- Joe Topper remains President and CEO of CAPL
 - Topper retains approximately 32% ownership stake in CAPL – did not sell any units in transaction with CST

Transaction Benefits for CAPL Unitholders

- Expected to provide for both greater certainty of and an increased rate of future distribution growth
 - Greater certainty of drop-down asset acquisitions versus third-party acquisitions
- Creates an enhanced platform with which to pursue third-party acquisitions jointly with CST
- Lessens over time CAPL's concentration with LGO (a private affiliate) and increases its concentration with CST (a publicly traded company)
- Increases the geographic and brand diversity of CAPL's current portfolio

Stable Cash Flows

Wholesale Distribution Cash Flows

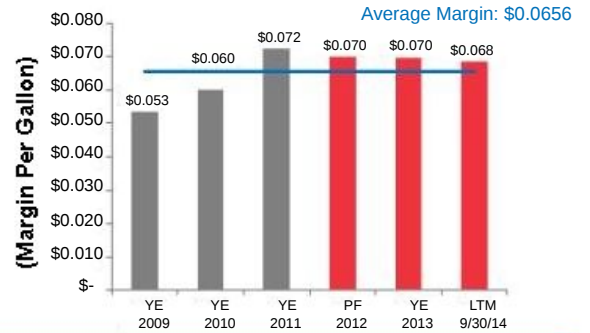
- Lessee dealer wholesale agreements generally have 3 year initial terms and a remaining term of 2.5 years as of December 31, 2013
- LGO wholesale supply agreement has 15-year initial term and had an average remaining term of approximately 13.8 years as of December 31, 2013
- Our wholesale supply agreements prohibit the purchase of motor fuel from other distributors

Rental Income Cash Flows

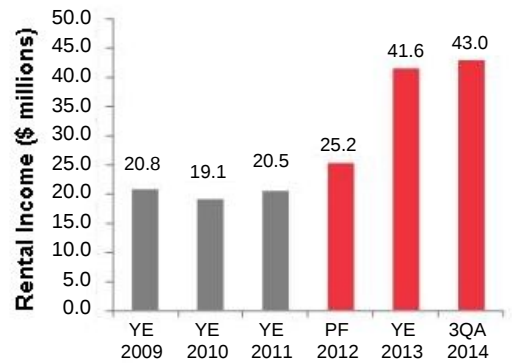
- Lease agreements with lessee dealers generally have a 3 year initial term and had an average remaining term of 2.5 years as of December 31, 2013
- Lease agreements with commission agents generally range from 5 to 10 years and had an average remaining term of 5.3 years as of December 31, 2013
- LGO lease agreements have an initial term of 15 years and an average remaining term of approximately 14.1 years as of December 31, 2013
- Our lease agreements require the lessees to purchase their motor fuel from us

(1) Wholesale Distribution Margin Per Gallon represents revenues from fuel sales minus costs from fuel sales (including amounts to affiliates) divided by the gallons of motor fuel distributed.
 (2) YE (Year End) represents twelve months ended December 31 of the applicable year and 2012 PF (Pro Forma) represents 2012 pro forma as presented on Form 8-K filed with the SEC on March 26, 2013. 3Q 2014 represents the quarter ending September 30, 2014.
 (3) Rental income is rental income from lessee dealers and from affiliates. Information in 3QA represents annualized rental income for the nine month period ending September 30, 2014.

Wholesale Distribution Margin Per Gallon (1)(2)

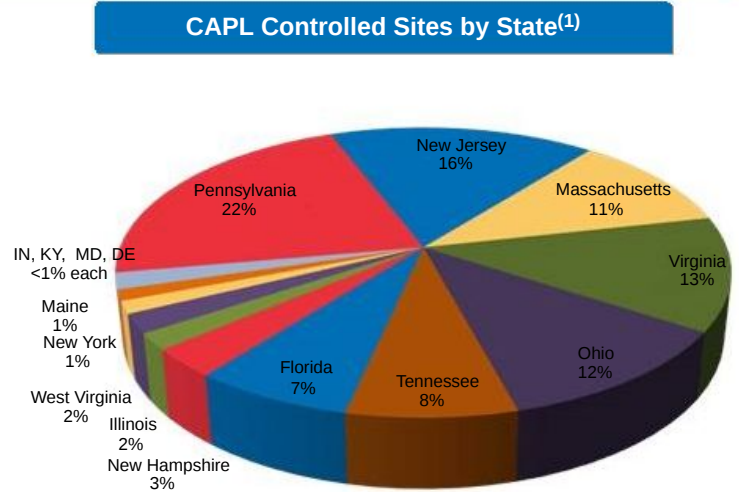


Rental Income (2)(3)



Prime Real Estate Locations

- We own and lease sites that provide convenient fueling locations in areas of high consumer demand
- We own or lease sites in sixteen states⁽¹⁾
 - Six of the states are in the top ten states for consumers of gasoline in the United States⁽²⁾
 - Five of the states are in the top ten states for consumers of on-highway diesel fuel in the United States⁽²⁾
- Limited availability of undeveloped real estate in many of our markets presents a high barrier to entry for the development of competing sites
- Due to prime locations, owned real estate sites have high alternate use values, which provides additional risk mitigation



(1) As of September 30, 2014.
(2) Source EIA. As of December 31, 2012

Branded Fuel Suppliers

- One of the ten largest independent distributors by volume in the U.S. for ExxonMobil, BP and Shell branded fuels
 - Also distribute Valero, Sunoco, Chevron, Citgo and Gulf-branded motor fuels
- Prompt payment history and good credit standing with suppliers allow us to receive certain term discounts on fuel purchases, which increases wholesale profitability
- Branded fuel is perceived by retail customers as higher quality and commands a price premium

CAPL Fuel Distribution by Brand ⁽¹⁾

Supplier	% of Total Motor Fuel Distributed
ExxonMobil	39%
BP	27%
Shell	20%
Valero	3%
Chevron	1%
Sunoco	1%
Gulf	1%
Total	91%

Brands Distributed



(1) As of September 30, 2014

Growth Through Acquisitions

- In place pipeline of fuel and real estate acquisitions from CST
 - CST distributed 1.9 billion gallons in the U.S. in 2013
 - CST's current domestic gallons plus growth from future new to industry ("NTI") site builds available for the Partnership to acquire through drop down acquisitions
- CST acquisition of general partner enhances the Partnership's ability to do third party acquisitions
- Wholesale marketing remains a fragmented and local industry
- Long history of successfully sourcing and executing acquisitions
 - Predecessor completed over 12 acquisitions of 10 or more sites
 - Over \$300 million in completed acquisitions in the 25 months since our IPO
- Established relationships with oil majors, customers, industry contacts and brokers to source new acquisitions

(1) Site count excludes non-c-store sites acquired in PMI acquisition.

Acquisitions Since Our IPO ⁽¹⁾

Acquisition	Sites Acquired (Fee & Leasehold)	Total Consideration (\$ million)
Dunmore	24	29.0
Express Lane	47	45.2
Rogers	17	21.1
Rocky Top	33	36.9
PMI	87	59.5
Nice 'N Easy	23	65.0
Total	231	256.7

Primary Supply Transactions Since Our IPO

Acquisition	Sites Acquired (Fee & Leasehold)	Supply Contracts Acquired	Total Consideration (\$ million)
Manchester	2	45 Independent Dealers 5 Subjobbers	10.7
Atlas	11	55 Wholesale Supply 2 Commission Marketers	39.3
Total	13		50.0

Distributions

- Our primary business objective is to make quarterly cash distributions to our unitholders and, over time, to increase our quarterly cash distributions
- Distribution / unit has grown 22% in the 24 months since our IPO
- Increased our distribution in 6 out of the 7 full quarters in which we have been public
- Our success in acquiring and integrating acquisitions fuels our ability to increase distributions
- Committed to a prudent, sustainable distribution growth rate

Recent Distribution History ^{(1) (2)}					
	3rd Quarter 2013	4th Quarter 2013	1st Quarter 2014	2nd Quarter 2014	3rd Quarter 2014
Quarterly Distribution Per Unit	\$ 0.5025	\$ 0.5125	\$ 0.5125	\$ 0.5225	\$ 0.5325
Distribution Per Unit on Annualized Basis	\$ 2.01	\$ 2.05	\$ 2.05	\$ 2.09	\$ 2.13
% increase from prior quarter	5.2%	2.0%	0.0%	2.0%	1.9%
Quarterly DCF / Unit	\$ 0.7316	\$ 0.5833	\$ 0.3870	\$ 0.7073	\$ 0.7002
Ratio of DCF / Per Unit Distribution	1.5x	1.1x	0.8x	1.4x	1.3x

(1) The 2nd quarter 2014 DCF / unit excludes \$7.1 million in acquisition related expenses associated with the Atlas and PMI acquisitions that were closed during the quarter

(2) The DCF / unit is based on the weighted average diluted unit count for the period indicated