
**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): February 17, 2015

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))
-
-

Item 2.01. Completion of Acquisition or Disposition of Assets.

On February 17, 2015, CrossAmerica Partners LP (the “Partnership”) closed on its previously announced purchase of all of the outstanding capital stock of Erickson Oil Products, Inc. and certain related assets for an aggregate cash purchase price of \$85 million, subject to certain post-closing adjustments. The transactions resulted in the acquisition of a total of 64 convenience store sites located in Minnesota, Michigan, Wisconsin and South Dakota, by subsidiaries of the Partnership. The transaction was financed under the Partnership’s credit facility.

The acquisition was consummated pursuant to (i) a definitive Stock Purchase Agreement, dated December 9, 2014, by and between Minnesota Nice Holdings Inc., an indirect wholly owned subsidiary of the Partnership (“Minnesota Nice Holdings”), and the Partnership, on one hand, and GST Non-Exempt Family Trust Created Under the David B. Erickson Revocable Trust UAD May 12, 2010 and GST Exempt Family Trust Created Under the David B. Erickson Revocable Trust UAD May 12, 2010, on the other hand, and (ii) a definitive Real Estate Purchase and Sale Agreement, dated December 9, 2014, by and between Minnesota Nice Holdings, the Partnership and Team Investments LLC, the rights to which were assigned by Minnesota Nice Holdings to an affiliated subsidiary of the Partnership, Lehigh Gas Wholesale Services, Inc.

On February 17, 2015, the Partnership issued a press release announcing the closing of the transaction described in this Item 2.01. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) To be filed by amendment. The registrant hereby undertakes to file the financial information required to be filed in response to this item on an amendment to its Current Report on Form 8-K no later than 75 calendar days after February 17, 2015.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
2.1	Stock Purchase Agreement, dated as of December 9, 2014, by and among Minnesota Nice Holdings, Inc., CrossAmerica Partners LP, GST Non-Exempt Family Trust Created Under the David B. Erickson Revocable Trust UAD May 12, 2010 and GST Exempt Family Trust Created Under the David B. Erickson Revocable Trust UAD May 12, 2010 (incorporated herein by reference to Exhibit 2.1 to the Partnership’s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2014)
2.2	Real Estate Purchase and Sale Agreement, dated as of December 9, 2014, by and among Minnesota Nice Holdings, Inc., CrossAmerica Partners LP and Team Investments LLC (incorporated herein by reference to Exhibit 2.2 to the Partnership’s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2014)
99.1	Press Release dated February 17, 2015

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 hereunto duly authorized.

CrossAmerica Partners LP

By: CrossAmerica GP LLC
its general partner

Dated: February 20, 2015

By: /s/ Gérard J. Sonnier

Name: Gérard J. Sonnier
Title: Corporate Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Exhibit Description</u>
2.1	Stock Purchase Agreement, dated as of December 9, 2014, by and among Minnesota Nice Holdings, Inc., CrossAmerica Partners LP, GST Non-Exempt Family Trust Created Under the David B. Erickson Revocable Trust UAD May 12, 2010 and GST Exempt Family Trust Created Under the David B. Erickson Revocable Trust UAD May 12, 2010 (incorporated herein by reference to Exhibit 2.1 to the Partnership's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2014)
2.2	Real Estate Purchase and Sale Agreement, dated as of December 9, 2014, by and among Minnesota Nice Holdings, Inc., CrossAmerica Partners LP and Team Investments LLC (incorporated herein by reference to Exhibit 2.2 to the Partnership's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2014)
99.1	Press Release dated February 17, 2015

CrossAmerica Partners LP Announces the Closing of the Acquisition of Erickson Oil Products, Inc.

ALLENTOWN, PA (February 17, 2015) - CrossAmerica Partners LP (NYSE: CAPL) (the "Partnership") announced today that it closed on the previously announced purchase of all the outstanding shares of Hudson, WI based Erickson Oil Products, Inc. ("Erickson") and certain related assets for \$85 million, subject to certain post-closing adjustments. Erickson operates 64 convenience stores located in Minnesota, Michigan, Wisconsin and South Dakota, with a concentration in the Minneapolis / St. Paul region. The transaction was financed under the Partnership's credit facility.

About CrossAmerica Partners LP

CrossAmerica Partners, headquartered in Allentown, PA, is a leading wholesale distributor of motor fuels and owner and lessee 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 distributes fuel to over 1,100 locations and owns or leases more than 625 sites in sixteen states: Pennsylvania, New Jersey, Ohio, Florida, New York, Massachusetts, Kentucky, New Hampshire, Maine, Tennessee, Maryland, Delaware, Illinois, Indiana, West Virginia and Virginia. The Partnership has long-term established relationships with several major oil brands, including ExxonMobil, BP, Shell, Chevron, Sunoco, Valero, Gulf and Citgo. CrossAmerica Partners ranks as one of ExxonMobil's largest distributors by fuel volume in the United States and in the top 10 for many additional brands. For additional information, please visit www.crossamericapartners.com.

Investor Contact:

Karen Yeakel
Vice President, Investor Relations
CrossAmerica Partners LP
610-625-8126
kyeakel@lehighgas.com

Forward-Looking Statements

This press release and any oral statements made regarding the subjects of this release may contain forward-looking statements, which may include, but are not limited to, statements regarding the Partnership's 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. The forward-looking statements are based upon the Partnership's 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 the Partnership's control. The statements in this press release are made as of the date of this press release, even if subsequently made available by the Partnership on its website or otherwise. The Partnership 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 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 report and those described in the "Risk Factors" section of the Partnership's Form 10-K filed on March 10, 2014 and Form 10-Q filed on November 7, 2014 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.

###