SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] Federer Michael W			2. Issuer Name and Ticker or Trading Symbol <u>CrossAmerica Partners LP</u> [CAPL]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
(Last) (First) (Middle) 600 WEST HAMILTON, SUITE 500			3. Date of Earliest Transaction (Month/Day/Year) 11/19/2019		Officer (give title below) Sr Director Legal a	Other (specify below) and Corp Sec	
(Street) ALLENTOWN (City)	PA (State)	18101 (Zip)	 4. If Amendment, Date of Original Filed (Month/Day/Year) 11/21/2019 	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	porting Person	

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. Transa Code (8)		4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Units	11/19/2019		М		1,564	Α	(1)(2)	1,564 ⁽³⁾	D	
Common Units	11/19/2019		F		560 ⁽⁴⁾⁽⁵⁾	D	\$17.25	1,004	D	

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. Transa Code (8)		of		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	Title	Amount or Number of Shares				
Phantom Performance Units	(3)	11/19/2019		М			1,564	07/18/2022 ⁽³⁾	(1)(2)	Common Units	1 , 564 ⁽³⁾	\$0	0	D	

Explanation of Responses:

1. On November 19, 2019 CST Brands, LLC ("Seller"), CST GP, LLC, CST Brands Holdings, LLC, certain subsidiaries of Seller (collectively, the "Seller Group"), Lehigh Gas GP Holdings LLC (the "GP Buyer"), Dunne Manning CAP Holdings II LLC (the "IDR Buyer"), and Dunne Manning Cap Holdings I LLC (the "LP Buyer" and collectively with the GP Buyer and the IDR Buyer, the "Buyer") entered into a Securities Purchase Agreement (the "SPA"). At the discretion of the Issuer and contingent upon the execution of and under the terms of the SPA, each award of unvested Phantom units outstanding immediately prior to the effective time of the SPA became fully vested and was converted into common units on a one-for-one basis.

2. Each Performance Unit represents a contingent right to receive one unit of the Issuer's Common Units.

3. Prior to becoming a filer, on November 12, 2018 the reporting person was granted 754 Performance Units that vest three years from the grant date. On July 8, 2019, the reporting person was granted 810 Performance Units that vest three years from the grant date. See Note 1 regarding the conversion of the outstanding Performance Units.

4. Common units withheld in payment of the reporting person's tax withholding triggered by vesting.

5. This Form 4/A is being filed to correct an error in the original Form 4 (the "Original Form 4") filed on November 21, 2019. The Original Form 4 did not include the number of shares withheld for taxes.

/s/ Michael W. Federer

** Signature of Reporting Person

01/31/2020 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.

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