

Sprague Resources LP
 Form 4
 December 11, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sprague Resources Holdings LLC

(Last) (First) (Middle)
 185 INTERNATIONAL DRIVE,
 (Street)

PORTSMOUTH, NH 03801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Sprague Resources LP [SRLP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

Director by Deputization

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting 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. 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)
Common Units representing limited partner interests	12/09/2014		J ⁽¹⁾	462,408 A	462,408	I	See Footnotes (2) (3) (4)
Common Units representing limited partner interests					1,571,970	I	See Footnotes (2) (3) (4)

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On December 9, 2014, Sprague International Properties LLC ("Sprague International"), a wholly owned subsidiary of Sprague Resources Holdings LLC ("Sprague Holdings"), and certain affiliates of the Issuer entered into a Purchase Agreement (the "Purchase Agreement"), and the Issuer and one of its subsidiaries entered into a Consideration Agreement (the "Consideration Agreement"). Pursuant to the Purchase Agreement and the Consideration Agreement, Sprague International sold its interests in Kildair Service Ltd. to a subsidiary of the Issuer, and the Issuer issued 462,408 common units to Sprague International.

- (2) This Form 4 is jointly filed by Sprague Holdings and Antonia Ax:son Johnson.

As of the date of this Form 4, Sprague International is a wholly owned subsidiary of Sprague Holdings and, as such, Sprague Holdings may be deemed to share beneficial ownership of the units beneficially owned by Sprague International, but disclaims such beneficial

- (3) ownership except to the extent of any pecuniary interest therein. Sprague Holdings is indirectly controlled by Antonia Ax:son Johnson and, as such, Antonia Ax:son Johnson may be deemed to share beneficial ownership of the units beneficially owned by Sprague Holdings, but disclaims such beneficial ownership except to the extent of any pecuniary interest therein.

- (4) Sprague Holdings has the right to appoint all of the directors of the Board of Directors of Sprague Resources GP LLC, the general partner of the Issuer. Therefore, each of Sprague Holdings and Antonia Ax:son Johnson may be deemed a director by deputization.

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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