

Sprague Resources LP  
Form 8-K  
January 23, 2019

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): January 23, 2019

SPRAGUE RESOURCES LP

(Exact name of registrant as specified in its charter)

Delaware                      001-36137      45-2637964  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)          File Number) Identification No.)  
185 International Drive  
Portsmouth, NH 03801  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (800) 225-1560

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange

Item 2.02 Results of Operation and Financial Condition

On January 23, 2019, Sprague Resources LP (the “Partnership”) issued a press release providing an update on certain of its previously communicated financial guidance for the fiscal year ended December 31, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information furnished pursuant to this Item 2.02, including the information contained in Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of or otherwise subject to liabilities under Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure

On January 23, 2019, the Partnership issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, discussing the matters noted above under Item 2.02 of this Current Report on Form 8-K.

The information furnished pursuant to this Item 2.02, including the information contained in Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of or otherwise subject to liabilities under Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT DESCRIPTION

99.1 Sprague Resources LP Press Release dated January 23, 2019.

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**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.

**SPRAGUE RESOURCES LP**

By: Sprague Resources GP LLC, its General Partner

By: /s/ David C. Long  
David C. Long  
Chief Financial Officer

Dated: January 23, 2019