SUNOCOCORP LLC

FORM S-8
(Securities Registration: Employee Benefit Plan)

Filed 07/16/26

Address	8111 WESTCHESTER DRIVE SUITE 400 DALLAS, TX, 75225
Telephone	2148405264
CIK	0002089661
Symbol	SUNC
SIC Code	2911 - Petroleum Refining
Industry	Oil & Gas Transportation Services
Sector	Energy
Fiscal Year	12/31

As filed with the U.S. Securities and Exchange Commission on July 16, 2026.

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
under
the Securities Act of 1933

SUNOCOCORP LLC
(Exact name of registrant as specified in its charter)

Texas (State or other jurisdiction of incorporation)	8111 Westchester Drive, Suite 400 Dallas, Texas 75225 (214) 981-0700 (Address, Including Zip Code, of Registrant's Principal Executive Offices)	85-0470977 (I.R.S. Employer Identification No.)

SunocoCorp LLC Long-Term Incentive Plan
(Full title of the plan)

Dylan A. Bramhall
8111 Westchester Drive, Suite 400
Dallas, Texas 75225
(214) 981-0700
(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Jackson O'Maley
Vinson & Elkins L.L.P.
845 Texas Avenue, Suite 4700
Houston, Texas 77002
(713) 758-2222

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
		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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by SunocoCorp LLC, a Texas limited liability company (the “Registrant” or “SunocoCorp”) for the purpose of registering certain common units representing limited liability interests in SunocoCorp (the “Common Units”), reserved for issuance under the SunocoCorp LLC Long-Term Incentive Plan (the “Plan”). The maximum number of Common Units reserved and available for issuance under the Plan is 11,000,000 Common Units, subject to certain adjustment as provided under the Plan. The Plan was adopted by the Board of Directors of SunocoCorp Management LLC (“SunocoCorp Manager”) on behalf of SunocoCorp on October 31, 2025.

Part I.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give the document(s) containing information required by Part I of Form S-8 to the eligible employees as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). The Registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Part II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference herein:

a. our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed on February 19, 2026;

b. our Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed on May 7, 2026;

c. our Current Reports on Form 8-K or Form 8-K/A filed on January 16, 2026, April 21, 2026, July 6, 2026 and July 16, 2026 (excluding Items 2.02 and 7.01 therein, as applicable); and

d. the description of our Common Units contained in our Current Report on Form 8-K filed on November 3, 2025, including any amendments thereto or reports that we may file in the future for the purposes of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents, except as to any portion of any Current Report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the Company Agreement of SunocoCorp (the “SunocoCorp LLCA”), in most circumstances SunocoCorp will indemnify the following persons (the “Indemnitees”), to the fullest extent permitted by law, from and against any and all losses, claims, damages, liabilities, settlements, penalties, expenses and other amounts arising out of any claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, in which they are or are threatened to be involved by reason of their status as an Indemnitee and acting or refraining from acting in such capacity:

- SunocoCorp Manager;
- any departing manager;
- any person who is or was an affiliate of the SunocoCorp Manager or any departing manager;
- any person who is or was a manager, managing member, general partner, director, officer, employee, agent, fiduciary or trustee of SunocoCorp or its subsidiaries, any manager of SunocoCorp, any departing manager or any of their respective affiliates;
- any person who is or was serving at the request of the SunocoCorp Manager, any departing manager or any of their respective affiliates as an officer, director, manager, managing member, general partner, employee, agent, fiduciary or trustee of any other person that owes a fiduciary duty to SunocoCorp or its subsidiaries;
- any person who controls the SunocoCorp Manager or any departing manager; and
- any person designated by the SunocoCorp Manager as an Indemnitee.

Indemnification will not be available to Indemnitees if a court of competent jurisdiction enters a final and non-appealable judgment determining that the Indemnitee acted in bad faith or engaged in fraud, willful misconduct or, in the case of a criminal matter, acted with knowledge that the Indemnitee’s conduct was unlawful. In addition, SunocoCorp will, to the fullest extent permitted by law, advance the expenses of any Indemnitees, subject to receipt of an undertaking of the Indemnitee to repay such amounts if it is ultimately determined the Indemnitee is not entitled to indemnification.

Any indemnification under the SunocoCorp LLCA will only be out of SunocoCorp’s assets. Unless the SunocoCorp Manager otherwise agrees, in its sole discretion, the SunocoCorp Manager will not be personally liable for, or have any obligation to contribute or loan funds or assets to SunocoCorp to enable it to effectuate, such indemnification. SunocoCorp may purchase insurance against liabilities asserted against and expenses incurred by persons for its activities, regardless of whether SunocoCorp would have the power to indemnify the person against liabilities under the SunocoCorp LLCA.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number.	Exhibits
4.1	Certificate of Formation of SunocoCorp LLC, dated as of July 2, 2026 (incorporated by reference to Exhibit 3.1 to the current report on Form 8-K12B (File Number 001-42928) filed by the registrant on July 6, 2026).
4.2	Company Agreement of SunocoCorp LLC, dated as of July 6, 2026 (incorporated by reference to Exhibit 3.2 to the current report on Form 8-K12B (File Number 001-42928) filed by the registrant on July 6, 2026).
5.1*	Opinion of Vinson & Elkins LLP as to the legality of the securities being registered.
10.1	SunocoCorp LLC Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the current report on Form 8-K (File Number 001-42928) filed by the registrant on November 3, 2025).
23.1*	Consent of Vinson & Elkins LLP (included in Exhibit 5.1).
23.2*	Consent of Grant Thornton LLP (SunocoCorp LLC).
23.3*	Consent of Grant Thornton LLP (ET-S Permian Holdings Company LP).
23.4*	Consent of PricewaterhouseCoopers LLP.
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
107.1*	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, *however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on July 16, 2026.

SUNOCOCORP LLC

By: SunocoCorp Management LLC, its managing member

By: /s/ Dylan A. Bramhall
Dylan A. Bramhall
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Dylan A. Bramhall and Joseph Kim, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated below as of July 16, 2026.

Name	Title
/s/ Joseph Kim Joseph Kim	Director, President and Chief Executive Officer (Principal Executive Officer)
/s/ Dylan A. Bramhall Dylan A. Bramhall	Chief Financial Officer (Principal Financial Officer)
/s/ Rick J. Raymer Rick J. Raymer	Vice President, Controller and Principal Accounting Officer (Principal Accounting Officer)
/s/ Oscar A. Alvarez Oscar A. Alvarez	Director
/s/ Bradley C. Barron Bradley C. Barron	Director
/s/ Richard D. Brannon Richard D. Brannon	Chairman of the Board
/s/ Michael Jennings Michael Jennings	Director
/s/ David K. Skidmore David K. Skidmore	Director
/s/ W. Brett Smith W. Brett Smith	Director

Vinson&Elkins

July 16, 2026

SunocoCorp LLC
8111 Westchester Drive, Suite 400
Dallas, Texas 75225

Dear Ladies and Gentlemen:

We have acted as counsel for SunocoCorp LLC, a Texas limited liability company (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of 11,000,000 units of the Company's common units representing limited liability interests in the Company (the "Units"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement"), to be filed with the Securities and Exchange Commission on July 16, 2026, which Units may be issued from time to time in accordance with the terms of the SunocoCorp LLC Long-Term Incentive Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Units will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Units have been duly authorized and, when the Units are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Units relate, the Units will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the Texas Business Organizations Code. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 19, 2026, with respect to the consolidated financial statements and internal control over financial reporting of SunocoCorp LLC included in the Annual Report on Form 10-K for the year ended December 31, 2025, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Dallas, Texas
July 16, 2026

Exhibit 23.3

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated February 19, 2026, with respect to the consolidated financial statements of ET-S Permian Holdings Company LP included in the Annual Report of SunocoCorp LLC on Form 10-K for the year ended December 31, 2025, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Dallas, Texas
July 16, 2026

Exhibit 23.4

Consent of Independent Auditor

We hereby consent to the incorporation by reference in this registration statement on Form S-8 of SunocoCorp LLC of our report dated September 4, 2025 relating to the consolidated financial statements of Parkland Corporation, which is incorporated by reference in SunocoCorp LLC's Form 8-K/A filed on January 16, 2026 and Form 8-K filed on July 16, 2026.

/s/ PricewaterhouseCoopers LLP

Chartered Professional Accountants

Calgary, Alberta
Canada

July 16, 2026

Calculation of Filing Fee Tables

S-8

SunocoCorp LLC

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	common units	Other	11,000,000	$ 69.35	$ 762,850,000.00	0.0001381	$ 105,349.59
			Total Offering Amounts:			$ 762,850,000.00		$ 105,349.59
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 105,349.59

Offering Note

1 (1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the "Registration Statement") registers 11,000,000 common units (the "Common Units"), of SunocoCorp LLC, a Texas limited liability company, that may be delivered with respect to awards under the SunocoCorp LLC Long-Term Incentive Plan (as amended from time to time, the "Plan"), which consist of Common Units reserved and available for delivery with respect to awards under the Plan and additional Common Units that may again become available for delivery with respect to awards under the Plan pursuant to the reallocation provisions of the Plan. (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement shall be deemed to cover an indeterminate number of additional Common Units that may become issuable as a result of stock splits, stock dividends or similar transactions. (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the Common Units covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a Common Unit as reported on the NYSE on July 10, 2026 (a date within five business days prior to the date of filing the Registration Statement), which was equal to $69.35.

Table 2: Fee Offset Claims and Sources

☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset Claims												
Fee Offset Sources												