

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 5, 2019 (February 28, 2019)**

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**SPRAGUE RESOURCES LP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36137**  
(Commission  
File Number)

**45-2637964**  
(IRS Employer  
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**

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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 Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 28, 2019, the board of directors (the “Board”) of Sprague Resources GP LLC, the general partner (the “General Partner”) of Sprague Resources LP (the “Partnership”) appointed current director, Ben J. Hennelly, age 48, to serve as an independent director and as a member of the audit committee of the Board.

The Board has determined that Mr. Hennelly qualifies as an independent director under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission (the “SEC”) and the applicable listing standards of the New York Stock Exchange (“NYSE”) and that Mr. Hennelly satisfies the financial literacy and other requirements for audit committee members under the rules and regulations of the SEC and applicable NYSE Rules.

There are no understandings or arrangements between Mr. Hennelly and any other person pursuant to which Mr. Hennelly was selected to serve as an independent director of the Board of the General Partner. There are no relationships between Mr. Hennelly and the Partnership or any of its subsidiaries that would require disclosure pursuant to Item 404(a) of Regulation S-K. Mr. Hennelly will receive the cash compensation and annual equity award described in the Director Compensation Summary, as amended and restated by the Board on September 29, 2016, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
10.1	<a href="#">Director Compensation Summary</a>

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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/ Paul A. Scoff

Paul A. Scoff

Vice President, General Counsel,

Chief Compliance Officer & Secretary

Dated: March 4, 2019

**AMENDED AND RESTATED**  
**SPRAGUE RESOURCES GP LLC**  
**DIRECTOR COMPENSATION SUMMARY**  
**Effective September 29, 2016**

Unless otherwise determined by the board of directors (the "Board") of Sprague Resources GP LLC (the "General Partner"), officers, employees or paid consultants and advisors of the General Partner or its affiliates (including Axel Johnson Inc. and its affiliates) who also serve as members of the Board will not receive additional compensation for their service as members of the Board. All members of the Board not included in the preceding sentence shall be referred to as the "non-employee directors". Each non-employee director will receive an annual retainer of \$60,000, paid in quarterly installments. Each non-employee director will also receive an annual award, granted within five business days of October 15 of each year, of the number of fully vested common units representing limited partner interests ("Common Units") in Sprague Resources LP (the "Partnership") having a grant date fair value of approximately \$60,000, subject to the terms and vesting schedules set forth in the applicable grant documents. Further, each non-employee director serving as a chairman or a member of a committee of the Board will receive an annual retainer of \$10,000 or \$5,000, respectively, paid in quarterly installments. Annual cash retainers and grants of Common Units will be pro-rated for directors who join the Board mid-year. All directors will receive reimbursement for out-of-pocket expenses associated with attending meetings of the Board or committees of the Board. Each director will receive liability insurance coverage and be fully indemnified by the Partnership for actions associated with being a director to the fullest extent permitted under Delaware law.