

Registration No. 333-81806
Registration No. 333-88264
Registration No. 333-109541
Registration No. 333-138133
Registration No. 333-209717
Registration No. 333-226279
Registration No. 333-231004
Registration No. 333-255637
Registration No. 333-271572

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

POST-EFFECTIVE AMENDMENT NO. 1 TO:

Form S-8 REGISTRATION STATEMENT NO. 333-81806
Form S-8 REGISTRATION STATEMENT NO. 333-88264
Form S-8 REGISTRATION STATEMENT NO. 333-109541
Form S-8 REGISTRATION STATEMENT NO. 333-138133
Form S-8 REGISTRATION STATEMENT NO. 333-209717
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Form S-8 REGISTRATION STATEMENT NO. 333-255637
Form S-8 REGISTRATION STATEMENT NO. 333-271572

*UNDER
THE SECURITIES ACT OF 1933*

NuStar Energy L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-16417
(Commission File Number)

74-2956831
(IRS Employer
Identification No.)

8111 Westchester Drive, Suite 400
Dallas, Texas 75225
(Address of principal executive offices)

Valero GP, LLC 2000 Long-Term Incentive Plan
Valero GP, LLC 2002 Unit Option Plan
Valero GP, LLC 2003 Employee Unit Incentive Plan
Valero GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan
NuStar GP, LLC Fifth Amended and Restated 2000 Long-Term Incentive Plan
NuStar GP Holdings, LLC Amended and Restated Long-Term Incentive Plan
NuStar Energy L.P. 2019 Long-Term Incentive Plan
Amended and Restated NuStar Energy L.P. 2019 Long-Term Incentive Plan
(Full title of the plan)

Scott D. Grischow
Sunoco LP
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 to:

Michael J. Aiello
Sachin Kohli
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
(212) 310-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of 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

DEREGISTRATION OF SECURITIES

This post-effective amendment (this “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (the “Registration Statement”), filed by NuStar Energy L.P., a Delaware limited partnership (“NuStar”), with the Securities and Exchange Commission:

- Registration Statement on Form S-8, File No. 333-81806, filed on January 31, 2002, registering the offer and sale from time to time 250,000 common units representing limited partner interests in NuStar (f/k/a Valero L.P.) under the Valero GP, LLC 2000 Long-Term Incentive Plan;
- Registration Statement on Form S-8, File No. 333-88264, filed on May 15, 2002, registering the offer and sale from time to time 200,000 common units representing limited partner interests in NuStar (f/k/a Valero L.P.) under the Valero GP, LLC 2002 Unit Option Plan;
- Registration Statement on Form S-8, File No. 333-109541, filed on October 7, 2003, registering the offer and sale from time to time 500,000 common units representing limited partner interests in NuStar (f/k/a Valero L.P.) under the Valero GP, LLC 2003 Employee Unit Incentive Plan;
- Registration Statement on Form S-8, File No. 333-138133, filed on October 20, 2006, registering the offer and sale from time to time 1,250,000 common units representing limited partner interests in NuStar (f/k/a Valero L.P.) under the Valero GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan;
- Registration Statement on Form S-8, File No. 333-209717, filed on February 25, 2016, registering the offer and sale from time to time 1,750,000 common units representing limited partner interests in NuStar under the NuStar GP, LLC Fifth Amended and Restated 2000 Long-Term Incentive Plan;
- Registration Statement on Form S-8, File No. 333-226279, filed on July 23, 2018, registering the offer and sale from time to time 765,192 common units representing limited partner interests in NuStar under the Amended and Restated NuStar GP Holdings, LLC Long-Term Incentive Plan;
- Registration Statement on Form S-8, File No. 333-231004, filed on April 24, 2019, registering the offer and sale from time to time 3,075,000 common units representing limited partner interests in NuStar under the NuStar Energy L.P. 2019 Long-Term Incentive Plan;
- Registration Statement on Form S-8, File No. 333-255637, filed on April 30, 2021, registering the offer and sale from time to time 3,100,000 common units representing limited partner interests in NuStar under the Amended and Restated NuStar Energy L.P. 2019 Long-Term Incentive Plan; and
- Registration Statement on Form S-8, File No. 333-271572, filed on May 2, 2023, registering the offer and sale from time to time 3,954,000 common units representing limited partner interests in NuStar under the Amended and Restated NuStar Energy L.P. 2019 Long-Term Incentive Plan.

On May 3, 2024, pursuant to the Agreement and Plan of Merger, dated as of January 22, 2024, by and among Sunoco LP, a Delaware limited partnership (“Sunoco”), Saturn Merger Sub, LLC, a Delaware limited liability company (“Merger Sub”) and direct wholly owned subsidiary of Sunoco, NuStar, Riverwalk Logistics, L.P., a Delaware limited partnership (the “NuStar GP”) and sole general partner of NuStar, NuStar GP, LLC, a Delaware limited liability company (“NuStar Managing GP”) and sole general partner of NuStar GP and Sunoco GP LLC, a Delaware limited liability company and sole general partner of Sunoco, Merger Sub merged with and into NuStar, with NuStar surviving as a Delaware limited partnership (the “Merger”). At the effective time of the Merger, each NuStar common unit (other than and (1) NuStar common units owned by NuStar, Sunoco or Merger Sub and (2) and any NuStar common units owned by a subsidiary of Sunoco) was converted into the right to receive .400 of a Sunoco common unit, with cash-in-lieu of fractional units.

In connection with the Merger, NuStar has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by NuStar in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance and remain unsold at the termination of such offering, NuStar hereby removes from registration by means of this Post-Effective Amendment No. 1 all of the securities registered and remaining unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on May 3, 2024.

NUSTAR ENERGY L.P.

By: RIVERWALK LOGISTICS, L.P.
its General Partner

By: NUSTAR GP, LLC
its General Partner

By: /s/ Dylan A. Bramhall

Name: Dylan A. Bramhall

Title: Chief Financial Officer