

SUBURBAN PROPANE PARTNERS LP
Form DEF 14A
March 20, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

SUBURBAN PROPANE PARTNERS, L.P.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Suburban Propane®

One Suburban Plaza • 240 Route 10 West • P.O. Box 206 • Whippany, NJ 07981-0206

Office 973-887-5300

<http://www.suburbanpropane.com>

Michael A. Stivala

President and Chief Executive Officer

March 20, 2018

Dear Fellow Suburban Propane Unitholder:

You are cordially invited to attend the Tri-Annual Meeting of the Limited Partners of Suburban Propane Partners, L.P. to be held on Tuesday, May 15, 2018, beginning at 9:00 a.m. at our executive offices at 240 Route 10 West, Whippany, New Jersey.

Whether or not you plan to attend in person, it is important that your units be represented at the meeting. You may vote on the matters that come before the meeting by completing the enclosed proxy card and returning it in the envelope provided. Alternatively, you may also vote over the Internet or by telephone.

Attendance at the Tri-Annual Meeting will be open to holders of record of common units as of the close of business on March 19, 2018. I look forward to greeting those of you who will be able to attend.

Sincerely yours,
Michael A. Stivala

President and Chief Executive Officer

SUBURBAN PROPANE PARTNERS, L.P.

NOTICE OF TRI-ANNUAL MEETING

May 15, 2018

The Tri-Annual Meeting of the Limited Partners of Suburban Propane Partners, L.P. (“Suburban”) will be held at 9:00 a.m. on Tuesday, May 15, 2018, at our executive offices at 240 Route 10 West, Whippany, New Jersey, for the following purposes:

1. To elect eight Supervisors to three-year terms;
2. To ratify our independent registered public accounting firm for our 2018 fiscal year;
3. To approve Suburban’s 2018 Restricted Unit Plan, authorizing the issuance of up to 1,800,000 Common Units pursuant to awards granted under the Plan;
4. To provide our Limited Partners with the opportunity to cast an advisory vote on the compensation of our named executive officers;
5. To consider any other matters that may properly come before the meeting.

Only holders of record of common units as of the close of business on March 19, 2018 are entitled to notice of, and to vote at, the meeting.

By Order of the Board of Supervisors,

Paul Abel
Senior Vice President, Secretary & General Counsel

March 20, 2018

IMPORTANT

Your vote is important. Whether or not you expect to attend the meeting in person, we urge you to complete and return the enclosed proxy card at your earliest convenience in the postage-paid envelope provided, or vote using the Internet or by telephone.

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE TRI-ANNUAL MEETING</u>	1
<u>PROPOSAL 1 – ELECTION OF SUPERVISORS</u>	5
<u>NOMINEES FOR ELECTION AS SUPERVISORS</u>	5
<u>Vote Required and Recommendation of the Board of Supervisors</u>	8
<u>EXECUTIVE OFFICERS OF SUBURBAN</u>	8
<u>PARTNERSHIP GOVERNANCE</u>	9
<u>Board Committees</u>	10
<u>Supervisor Nominations and Criteria for Board Membership</u>	12
<u>Attendance at Meetings</u>	13
<u>Unitholder Communications with the Board of Supervisors</u>	13
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	13
<u>Code of Ethics and Code of Business Conduct and Ethics</u>	13
<u>Corporate Governance Guidelines</u>	14
<u>NYSE Annual CEO Certification</u>	14
<u>REPORT OF THE AUDIT COMMITTEE</u>	14
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	15
<u>Compensation Governance</u>	15
<u>Executive Compensation Philosophy</u>	18
<u>Components of Compensation</u>	20
<u>REPORT OF THE COMPENSATION COMMITTEE</u>	36
<u>ADDITIONAL INFORMATION REGARDING EXECUTIVE COMPENSATION</u>	37
<u>SUPERVISORS’ COMPENSATION</u>	46
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	47
<u>PROPOSAL 2 – RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	48
<u>FOR 2018 FISCAL YEAR</u>	
<u>Principal Accountant Fees and Services</u>	49
<u>Vote Required and Recommendation of the Board of Supervisors</u>	49
<u>PROPOSAL 3 – APPROVAL OF THE 2018 RESTRICTED UNIT PLAN, AUTHORIZING THE</u>	49
<u>ISSUANCE OF UP TO 1,800,000 COMMON UNITS PURSUANT TO AWARDS GRANTED</u>	
<u>UNDER THE PLAN</u>	
<u>Reasons for the Proposal</u>	49
<u>Summary of the Material Terms of the 2018 Restricted Unit Plan</u>	50
<u>Securities Authorized For Issuance Under the 2009 Restricted Unit Plan</u>	53
<u>Vote Required and Recommendation of the Board of Supervisors</u>	55
<u>PROPOSAL 4 – ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	54
<u>Vote Required and Recommendation of the Board of Supervisors</u>	55
<u>APPENDICES</u>	56
<u>Appendix A</u>	A-1

SUBURBAN PROPANE PARTNERS, L.P.

240 Route 10 West

Whippany, New Jersey 07981-0206

PROXY STATEMENT

QUESTIONS AND ANSWERS ABOUT THE TRI-ANNUAL MEETING

This Proxy Statement (which, together with a form of proxy, is being mailed or otherwise made available to Unitholders on or about April 2, 2018) is being furnished to holders of Common Units of Suburban Propane Partners, L.P., which we refer to as “Suburban,” “we,” or “our,” in connection with the solicitation of proxies by the Board of Supervisors of Suburban, which we refer to as the “Board,” for use at Suburban’s Tri-Annual Meeting of Limited Partners and any continuations, postponements or adjournments thereof, which we refer to as the “Meeting.”

Q: When and where is the Meeting?

A: The Meeting will be held at 9:00 a.m. on Tuesday, May 15, 2018, at our executive offices at 240 Route 10 West, Whippany, New Jersey.

Q: What is the purpose of the Meeting?

A: At the Meeting, holders of Common Units, whom we refer to as “Unitholders,” will be asked to consider and vote on the following four proposals:

PROPOSAL NO. 1 – To elect eight Supervisors to three-year terms, which we refer to as the “Election Proposal.”

PROPOSAL NO. 2 – To ratify our independent registered public accounting firm for our 2018 fiscal year, which we refer to as the “Accountant Ratification Proposal.”

PROPOSAL NO. 3 – To approve Suburban’s 2018 Restricted Unit Plan, which we refer to as the “Plan,” authorizing the issuance of up to 1,800,000 Common Units pursuant to awards granted under the Plan, which we refer to as the “Restricted Unit Plan Proposal.”

PROPOSAL NO. 4 – To provide our Unitholders with the opportunity to cast an advisory vote on the compensation of our named executive officers, which we refer to as the “Say-on-Pay Proposal.”

Q: How does the Board recommend I vote on the proposals?

A: The Board unanimously recommends a vote FOR each of its nominees for Supervisor, approval of the Accountant Ratification Proposal, approval of the Restricted Unit Plan Proposal and approval of the Say-on-Pay Proposal.

Q: How will voting on any other business be conducted?

A: The Board of Supervisors does not know of any business to be considered at the Meeting other than the proposals described in this Proxy Statement. However, if any other business is properly presented, your signed proxy card gives authority to the persons named in the proxy to vote on these matters at their discretion.

Q: Who is entitled to vote?

A: Each holder of Common Units as of the close of business on March 19, 2018, which we refer to as the “Record Date,” is entitled to vote at the Meeting.

Q: How many Common Units may be voted?

A: As of the Record Date, 61,393,674 Common Units were outstanding. Each Common Unit entitles its holder to one vote.

Q: What is a “quorum”?

A: There must be a quorum for the Meeting to be held. A quorum will be present if a majority of the outstanding Common Units as of the Record Date is represented in person, or by proxy, at the Meeting. If you submit a properly executed proxy card, even if you mark WITHHOLD or ABSTAIN, then you will be considered part of the quorum.

Q: What vote is required to approve the proposals?

A:

PROPOSAL NO. 1 – Under the Third Amended and Restated Agreement of Limited Partnership (as amended) of Suburban, which we refer to as the “MLP Agreement,” the affirmative vote of holders of a plurality of the Common Units represented in person, or by proxy, at the Meeting is required to elect each Supervisor.

PROPOSAL NO. 2 – Under the MLP Agreement, the affirmative vote of a majority of Common Units entitled to vote at the Meeting and present, whether in person or by proxy, is required to approve the Accountant Ratification Proposal.

PROPOSAL NO. 3 – Under the rules of the New York Stock Exchange, which we refer to as the “NYSE,” the affirmative vote of a majority of the votes cast by the Unitholders, whether in person or by proxy, is required to approve the Restricted Unit Plan Proposal.

PROPOSAL NO. 4 – Under the MLP Agreement, the affirmative vote of a majority of Common Units entitled to vote at the Meeting and present, whether in person or by proxy, is required to approve the Say-on-Pay Proposal.

Q: How are withholds, abstentions and broker non-votes counted for the proposals?

A: For the Election Proposal, Supervisors are elected by a plurality of FOR votes. Accordingly, a proxy card marked as WITHHOLD and a broker non-vote will not count towards the plurality required to elect a Supervisor. For the Restricted Unit Plan Proposal, a proxy card marked ABSTAIN has the same effect as a vote AGAINST such proposal, but a broker non-vote is not counted in the tally of votes FOR or AGAINST such proposal and does not affect the voting results for such proposal. For each of the Accountant Ratification Proposal and Say-on-Pay Proposal, a proxy card marked ABSTAIN has the same effect as a vote AGAINST such proposal, but a broker non-vote is not counted as entitled to vote at the Meeting and does not affect the voting results for such proposal.

Q: How do I vote?

A: You may vote by any one of three different methods:

In Writing. You can vote by marking, signing and dating the enclosed proxy card and returning it in the enclosed envelope.

By Telephone and Internet. You can vote your proxies by touchtone telephone from the USA, US territories or Canada, or through the Internet. Please follow the instructions on the enclosed proxy card.

In Person. You can vote by attending the Meeting.

Common Units represented by properly executed proxies that are not revoked will be voted in accordance with the instructions shown on the proxy card. If you return your signed proxy card but do not give instructions as to how you wish to vote, your Common Units will be voted FOR each Supervisor nominee and each of the Accountant Ratification Proposal, the Restricted Unit Plan Proposal and the Say-on-Pay Proposal.

Our Board of Supervisors urges Unitholders to complete, date, sign and return the accompanying proxy card, or to submit a proxy by telephone or over the Internet by following the instructions included with your proxy card, or, in the event you hold your Common Units through a broker or other nominee, by following the separate voting instructions received from your broker or nominee. Your broker or nominee may provide proxy

submission through the Internet or by telephone. Please contact your broker or nominee to determine how to vote.

Q: What do I do if I want to change my vote?

A: You have the right to revoke your proxy at any time before the Meeting by:

• Notifying our Company Secretary;

• Voting in person; or

• Returning a later-dated proxy card.

Attendance at the Meeting will not, in and of itself, revoke your proxy.

Q: What does it mean if I receive more than one proxy card?

A: If your Common Units are registered differently and/or are in more than one account, you will receive more than one proxy card. Please mark, sign, date and return all of the proxy cards you receive to ensure that all of your Common Units are voted. We encourage you to have all accounts registered in the same name and address (whenever possible). You can accomplish this by contacting our transfer agent, Computershare, P.O. Box 505000, Louisville, KY 40233 (mail), Computershare, 462 South 4th Street, Suite 1600, Louisville, KY 40202 (overnight delivery), www.computershare.com/investor or telephone 781-575-2724. The hearing impaired may contact Computershare at TDD 800-952-9245.

Q: What do I do if my Common Units are held in “street name”?

A: If your Common Units are held in the name of your broker, a bank or other nominee, that party will give you instructions about how to vote your Common Units.

Q: Who will count the votes?

A: Representatives of Computershare Trust Company, N.A., our transfer agent and an independent tabulator, will count the votes and act as the inspector of election.

Q: Who is bearing the cost of this proxy solicitation?

A: The Board of Supervisors is soliciting your proxy on behalf of Suburban. We are bearing the cost of soliciting proxies for the Meeting. Georgeson LLC has been retained to assist in the distribution of proxy materials, and the solicitation of votes, and will be paid a customary fee for its services totaling approximately \$11,000, plus reasonable out-of-pocket expenses. In addition to using the mail, our Supervisors, officers and employees may solicit proxies by telephone, personal interview or otherwise. They will not receive additional compensation for this activity, but may be reimbursed for their reasonable out-of-pocket expenses. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to Unitholders.

Q: Will the independent registered public accountants attend the Meeting?

A: Representatives of PricewaterhouseCoopers LLP, our independent registered public accounting firm, are expected to attend the Meeting, will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

Q: Does Suburban’s proxy confer discretionary authority to vote on Unitholder proposals at the Meeting?

A: With respect to any Unitholder proposal submitted outside of Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, which we refer to as the “Exchange Act,” and for which we did not receive notice by a reasonable time before the date of this proxy statement, Suburban’s proxy confers discretionary authority on the

persons being appointed as proxies to vote on such proposal.

Q: When are the Unitholder proposals for the next meeting of Unitholders due?

A: We presently expect that our next Tri-Annual Meeting will be held in May 2021. If a Unitholder intends to present any proposals for inclusion in Suburban's proxy statement in accordance with Rule 14a-8 for consideration at Suburban's 2021 Tri-Annual Meeting, the proposal must be received at Suburban's principal executive offices by December 10, 2020.

In accordance with the MLP Agreement, if a Unitholder intends, at the 2021 Tri-Annual Meeting, to nominate a person for election to the Board of Supervisors, the Unitholder must deliver notice thereof to the Board of Supervisors not earlier than the close of business on the 120th day before, and not later than the close of business on the 90th day before, the date of the 2021 Tri-Annual Meeting. A different notice deadline will apply for the nomination of persons for election to the Board of Supervisors if the date of the 2021 Tri-Annual Meeting is not publicly announced by Suburban more than 100 days prior to the date of such meeting. Such deadline, and the procedures that a Unitholder must follow to nominate a person for election to the Board of Supervisors, are further described below under the heading "Supervisor Nominations and Criteria for Board Meetings – Unitholder Nominations."

Q: Where and when will I be able to find the voting results?

A: In addition to announcing the results at the Meeting, we will post the results on our web site at www.suburbanpropane.com within two days after the Meeting. You will also be able to find the results in our Current Report on Form 8-K that we will file with the Securities and Exchange Commission within four business days following conclusion of the Meeting.

Q: How can I obtain an additional copy of Suburban's 2017 Annual Report on Form 10-K?

A: We will provide an additional copy of our 2017 Annual Report on Form 10-K, including the financial statements and financial statement schedule filed therewith, without charge, upon written request to Investor Relations, Suburban Propane Partners, L.P., 240 Route 10 West, P.O. Box 206, Whippany, New Jersey 07981-0206. We will furnish a requesting Unitholder with any exhibit not contained therein upon payment of a reasonable fee, which fee shall be limited to our reasonable expenses in furnishing such exhibit.

Q: Who can I contact for further information?

A: If you need assistance in voting your Common Units, please call the firm assisting us in the solicitation of proxies for the Meeting:

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

In the US, call Toll Free: 888-680-1525

Outside of the US, call: 781-575-2137

Q: What can I do if I and another Unitholder with whom I live want to receive two copies of this proxy statement?

A: In order to reduce our printing and postage costs, Unitholders who share a single address will receive only one copy of this proxy statement at that address unless we have received instructions to the contrary from any Unitholder

at that address. However, if a Unitholder residing at such an address wishes to receive a separate copy of this proxy statement or of future proxy statements (as applicable), he or she may contact Investor Relations, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206. We will deliver separate copies of this proxy statement promptly upon written or oral request. If you are a Unitholder receiving multiple copies of our proxy statement, you can request to receive only one copy by contacting us in the same manner. If you own your Common Units through a bank, broker or other Unitholder of record, you may request additional or fewer copies of this proxy statement by

4

contacting the Unitholder of record.

Q: Why did I receive a notice in the mail regarding Internet availability of proxy materials instead of a full set of proxy materials?

A: Pursuant to rules adopted by the Securities and Exchange Commission, we have elected to furnish this proxy statement and other proxy materials to certain Unitholders on the Internet rather than by mailing paper copies. If you received an Important Notice Regarding the Availability of Proxy Materials, which we refer to as a “Notice,” in the mail, you will not receive a paper copy of these materials unless you expressly request to receive a paper copy. All Unitholders have the ability to access this proxy statement and other proxy materials on the Internet. Instructions on how to do so, or on how to request a paper copy, may be found in the Notice. In addition, Unitholders may request to receive these materials in printed form by mail on an ongoing basis. The Notice will also instruct you on how you may vote your Common Units, including how you may vote over the Internet.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE MEETING

This Proxy Statement and the accompanying Annual Report to Unitholders are available at www.envisionreports.com/sph (for registered Unitholders) or <http://www.edocumentview.com/sph> (for Unitholders whose Common Units are held in “street name”).

If you plan on attending the Meeting to vote in person, directions to our headquarters are printed on the accompanying proxy card. For additional directions, please call 973-887-5300.

ELECTION OF SUPERVISORS

(Proposal No. 1 on the Proxy Card)

Pursuant to the MLP Agreement, Unitholders are entitled to elect all members of the Board of Supervisors, which we refer to as “Supervisors,” who are nominated at the Meeting. John D. Collins, a Supervisor last elected at our 2015 Tri-Annual Meeting, died in May 2017. Acting on the recommendation of its Nominating/Governance Committee, and pursuant to authority granted to the Board by the MLP Agreement, at its meeting on January 24, 2018 our Board decided to nominate the eight current Supervisors for re-election at the Meeting and eliminate the Board seat formerly held by Mr. Collins by reducing the Board size to eight members.

The eight nominees for Supervisors, all of whom are currently serving as Supervisors, are described below (as of March 19, 2018). If elected, all nominees are expected to serve until the 2021 Tri-Annual Meeting and until their successors are duly elected. Although the Board does not anticipate that any of the persons named below will be unable to stand for election, if for any reason a nominee becomes unavailable for election, the persons named in the form of proxy have advised that they will vote for such substitute nominee as the Board may propose. In accordance with our Corporate Governance Guidelines and Principles (described more fully below) and the rules of the New York Stock Exchange, we have affirmatively determined that our Board of Supervisors is currently composed of a majority of independent directors, and that the following nominees are independent: Harold R. Logan, Jr., John Hoyt Stookey, Jane Swift, Lawrence C. Caldwell, Matthew J. Chanin, Terence J. Connors and William M. Landuyt.

NOMINEES FOR ELECTION AS SUPERVISORS

Harold R. Logan, Jr. Age 73

Mr. Logan has served as a Supervisor since March 1996 and was elected as Chairman of the Board of Supervisors in January 2007. Mr. Logan is a Co-Founder and, from 2006 to the present has been serving as a Director, of Basic Materials and Services LLC, an investment company that has invested in companies that provide specialized infrastructure services and materials for the pipeline construction industry and the sand/silica industry. From 2003 to September 2006, Mr. Logan was a Director and Chairman of the Finance Committee of the Board of Directors of TransMontaigne Inc., which provided logistical services (i.e. pipeline, terminaling and marketing) to producers and end-users of refined petroleum products. From 1995 to 2002, Mr. Logan was Executive Vice President/Finance, Treasurer and a Director of TransMontaigne Inc. From 1987 to 1995, Mr. Logan served as Senior Vice President – Finance and a Director of Associated Natural Gas Corporation, an independent gatherer and marketer of natural gas, natural gas liquids and crude oil. Mr. Logan is also a Director of InfraREIT, Inc., Cimarex Energy Co. and Hart

Energy Publishing LLP, and, through May 2017, was a Director of Graphic Packaging Holding Company.

Over the past forty years, Mr. Logan's education, investment banking/venture capital experience and business/financial management experience have provided him with a comprehensive understanding of business and finance. Most of Mr. Logan's business experience has been in the energy industry, both in investment banking and as a senior financial officer and director of publicly-owned energy companies. Mr. Logan's expertise and experience have been relevant to his responsibilities of providing oversight and advice to the managements of public companies, and is of particular benefit in his role as our Chairman. Since 1996, Mr. Logan has been a director of ten public companies and has served on audit, compensation and governance committees.

John Hoyt Stookey Age 88

Mr. Stookey has served as a Supervisor since March 1996. He was Chairman of the Board of Supervisors from March 1996 through January 2007. From 1986 until September 1993, he was the Chairman, President and Chief Executive Officer of Quantum Chemical Corporation, a predecessor of Suburban. He served as non-executive Chairman and a Director of Quantum from its acquisition by Hanson plc, a global diversified industrial conglomerate, in September 1993 until October 1995, at which time he retired. Since then, Mr. Stookey has served as a trustee of a number of non-profit organizations, including founding and serving as non-executive Chairman of Per Scholas Inc. (a non-profit organization dedicated to training inner city individuals to become computer and software technicians), The Berkshire Choral Festival and Landmark Volunteers and also currently serves on the Board of Directors of The Clark Foundation and The Robert Sterling Clark Foundation and as a Life Trustee of the Boston Symphony Orchestra.

Mr. Stookey's qualifications to sit on our Board include his extensive experience as Chief Executive Officer of four corporations (including a predecessor of Suburban) and his many years of service as a director of publicly-owned corporations and non-profit organizations.

Jane Swift Age 53

Ms. Swift has served as a Supervisor since April 2007. In January 2018, Ms. Swift was appointed Executive Chair of Ultimate Medical Academy, a not-for-profit healthcare educational institution with a national presence. From August 2011 through April 2017, Ms. Swift served as the CEO of Middlebury Interactive Languages, LLC, a marketer of world language products. From 2010 through July 2011, she served as Senior Vice President – ConnectEDU Inc., a private education technology company. In 2007, Ms. Swift founded WNP Consulting, LLC, a provider of expert advice and guidance to early stage education companies. From 2003 to 2006 she was a General Partner at Arcadia Partners, a venture capital firm focused on the education industry. Ms. Swift also provides consulting services to various clients. She has previously served on the boards of K12, Inc., Animated Speech Company, The Young Writers Project and Sally Ride Science Inc. Ms. Swift currently serves on several not-for-profit boards and advisory boards, including School of Leadership Afghanistan, Vote, Run, Lead, Teachers of Tomorrow and eDynamic Learning. Prior to joining Arcadia, Ms. Swift served for fifteen years in Massachusetts state government, becoming Massachusetts' first woman governor in 2001.

Ms. Swift's qualifications to sit on our Board include her strong skills in public policy and government relations and her extensive knowledge of regulatory matters arising from her fifteen years in state government.

Lawrence C. Caldwell Age 71

Mr. Caldwell has served as a Supervisor since November 2012. He was a Co-Founder of New Canaan Investments, Inc., which we refer to as “NCI”, a private equity investment firm, where he was one of three senior officers of the firm from 1988 to 2005. NCI was an active “fix and build” investor in packaging, chemicals, and automotive components companies. Mr. Caldwell held a number of board directorships and senior management positions in these companies until he retired in 2005. The largest of these companies was Kerr Group, Inc., a plastic closure and bottle company where Mr. Caldwell served as Director for eight years and Chief Financial Officer for six years. From 1985 to 1988, Mr. Caldwell was head of acquisitions for Moore McCormack Resources, Inc., an oil and gas exploration, shipping, and construction materials company. Mr. Caldwell is currently a director of Magnuson Products, LLC, a private company which manufactures specialty engine components for automotive original equipment manufacturers and aftermarket. Mr. Caldwell also currently serves on the Board of Trustees and as Chairman of the Investment and Finance Committee of Historic Deerfield, and on the Board of Directors and as Chairman of the Finance Committee of

the Leventhal Map Center; both of which non-profit institutions focus on enriching educational programs for K-12 children locally and nationwide.

Mr. Caldwell's qualifications to sit on our Board include over forty years of successful investing in and managing of a broad range of public and private businesses in a number of different industries. This experience has encompassed both turnaround situations, and the building of companies through internal growth and acquisitions.

Matthew J. Chanin Age 63

Mr. Chanin has served as a Supervisor since November 2012. He was Senior Managing Director of Prudential Investment Management, a subsidiary of Prudential Financial, Inc., from 1996 until his retirement in January 2012, after which he continued to provide consulting services to Prudential until December 2016. He headed Prudential's private fixed income business, chaired an internal committee responsible for strategic investing and was a principal in Prudential Capital Partners, the firm's mezzanine investment business. He currently provides consulting services to two clients, and, until October 2017, served as a Director of two private companies that were in Prudential Capital Partners funds' portfolios.

Mr. Chanin's qualifications to sit on our Board include 35 years of investment experience with a focus on highly structured private placements in companies in a broad range of industries, with a particular focus on energy companies. He has previously served on the audit committee of a public company board and the compensation committee for a private company board. Mr. Chanin has earned an MBA and is a Chartered Financial Analyst.

Terence J. Connors Age 63

Mr. Connors has served as a Supervisor since January 1, 2017. Mr. Connors retired in September 2015 from KPMG LLP after nearly forty years in public accounting. Prior to joining KPMG in 2002 he was a partner with another large international accounting firm. During his career, he served as a senior audit and global lead partner for numerous public companies, including Fortune 500 companies. At KPMG he was a Professional Practice Partner, SEC Reviewing Partner and was elected to serve as a member of KPMG's board of directors (2011-2015), where he chaired the Audit, Finance & Operations Committee. Mr. Connors currently serves as a director and audit committee chairman of FS Credit Real Estate Income Trust, Inc., a commercial mortgage nontraded real estate investment trust, and of Cardone Industries, Inc., one of the largest privately-held automotive parts remanufacturers in the world. Mr. Connors also serves as a trustee of St. Joseph's Preparatory School in Philadelphia.

Mr. Connors' qualifications to sit on our Board, and serve as Chairman of its Audit Committee, include his extensive experience as a lead audit partner for numerous public companies across a variety of industries, which enables him to provide helpful insights to the Board in connection with its oversight of financial, accounting and internal control matters.

William M. Landuyt Age 62

Mr. Landuyt has served as a Supervisor since January 1, 2017. Since 2003, Mr. Landuyt has served as a Managing Director at Charterhouse Equity Partners, LLC, a private equity firm with a focus on build-ups, management buyouts, and growth capital investments primarily in the business services and healthcare services sectors, and has served on the Boards of Directors of a number of portfolio companies of that firm. From 1996 to 2003, Mr. Landuyt served as Chairman of the Board, President and Chief Executive Officer of Millennium Chemicals, Inc., which we refer to as

“Millennium”, and from 1983 to 1996 he served in several senior executive positions with Hanson Industries, the US subsidiary of Hanson plc, which we refer to as “Hanson,” including Vice President and Chief Financial Officer and ultimately Director, President and Chief Executive Officer. Hanson and Millennium were both previous owners of Suburban or its predecessor through 1996 and 1999, respectively. He joined Hanson after spending six years as a Certified Public Accountant and auditor at Price Waterhouse & Co., where he rose to the position of Senior Manager. Mr. Landuyt has previously served on the Boards of Directors (including their Audit and Compensation Committees) of public companies, including Bethlehem Steel Corp., MxEnergy Holdings, Inc., a leading retail marketer of natural gas and electricity contracts, and Top Image Systems, Inc. Mr. Landuyt is also the Co-Founder and Executive Director of Celtic Charms, Inc., a non-profit therapeutic horsemanship center serving people with physical and cognitive disabilities and disorders.

Mr. Landuyt's qualifications to sit on our Board include forty years of financial and executive management experience for both public and private companies, including extensive experience with mergers and acquisitions and corporate governance. Additionally, his specific responsibility for supervision of Suburban's predecessors, as well as his subsequent board-level involvement in the distribution, petrochemical and retail energy sectors through Charterhouse's investments in those sectors, gives Mr. Landuyt extensive expertise in areas directly relevant to our business.

Michael A. Stivala Age 48

Mr. Stivala has served as our President since April 2014 and as our Chief Executive Officer since September 2014. Mr. Stivala has served as a Supervisor since November 2014. From November 2009 until March 2014 he was our Chief Financial Officer, and, before that, our Chief Financial Officer and Chief Accounting Officer since October 2007. Prior to that he was our Controller and Chief Accounting Officer since May 2005 and Controller since December 2001. Before joining Suburban, he held several positions with PricewaterhouseCoopers LLP, an international accounting firm, most recently as Senior Manager in the Assurance practice.

Mr. Stivala's qualifications to sit on our Board include his sixteen years of experience in the propane industry, including as our current President and Chief Executive Officer and, before that, as our Chief Financial Officer for almost seven years, which day to day leadership roles have provided him with intimate knowledge of our operations.

Vote Required and Recommendation of the Board of Supervisors

Under the MLP Agreement, the affirmative vote of holders of a plurality of the Common Units represented in person or by proxy at the Meeting is required to elect each Supervisor. The Board of Supervisors unanimously recommends a vote FOR the election of each of the above nominees.

EXECUTIVE OFFICERS OF SUBURBAN

The following table sets forth certain information with respect to our executive officers as of March 19, 2018. Officers are appointed by the Board of Supervisors for one-year terms.

Name	Age	Position With Suburban
Michael A. Stivala	48	President and Chief Executive Officer; Member of the Board of Supervisors
Michael A. Kuglin	48	Chief Financial Officer & Chief Accounting Officer
Steven C. Boyd	53	Chief Operating Officer
Paul Abel	64	Senior Vice President, General Counsel and Secretary
Douglas T. Brinkworth	56	Senior Vice President – Product Supply, Purchasing & Logistics
Neil E. Scanlon	52	Senior Vice President – Information Services
Daniel S. Bloomstein	45	Vice President and Controller
A. Davin D'Ambrosio	54	Vice President and Treasurer
Keith P. Onderdonk	53	Vice President – Operational Support
Michael A. Schueler	51	Vice President – Product Supply
Sandra N. Zwickel	51	Vice President – Human Resources

For Mr. Stivala's biographical information, see "Nominees for Election as Supervisors" above.

Mr. Kuglin has served as our Chief Financial Officer & Chief Accounting Officer since September 2014 and was our Vice President – Finance and Chief Accounting Officer from April 2014 through September 2014. Prior to that he served as our Vice President and Chief Accounting Officer since November 2011, our Controller and Chief Accounting Officer since November 2009 and our Controller since October 2007. For the eight years prior to joining Suburban he held several financial and managerial positions with Alcatel-Lucent, a global communications solutions provider. Prior to Alcatel-Lucent, Mr. Kuglin held several positions with the international accounting firm PricewaterhouseCoopers LLP, most recently as Manager in the Assurance practice. Mr. Kuglin is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

Mr. Boyd has served as our Chief Operating Officer since October 2017 and before that was our Senior Vice President – Operations (September 2015 – October 2017) and our Senior Vice President – Field Operations since April 2014. Previously he was our Vice President – Field Operations (formerly Vice President – Operations) since October 2008, our Southeast and Western Area Vice President since March 2007, Managing Director – Area Operations since November 2003 and Regional Manager – Northern California since May 1997. Mr. Boyd held various managerial positions with our predecessors from 1986 through 1996.

Mr. Abel has served as our General Counsel and Secretary since June 2006, was additionally made a Vice President in October 2007 and a Senior Vice President in April 2014. Prior to joining Suburban, Mr. Abel served as senior in-house legal counsel (including as a General Counsel) for several technology companies.

Mr. Brinkworth has served as our Senior Vice President – Product Supply, Purchasing & Logistics since April 2014 and was previously our Vice President – Product Supply (formerly Vice President – Supply) since May 2005. Mr. Brinkworth joined Suburban in April 1997 after a nine year career with Goldman Sachs and, since joining Suburban, has served in various positions in the product supply area.

Mr. Scanlon became our Senior Vice President – Information Services in April 2014, after serving as our Vice President – Information Services since November 2008. Prior to that he served as our Assistant Vice President – Information Services since November 2007, Managing Director – Information Services from November 2002 to November 2007 and Director – Information Services from April 1997 until November 2002. Prior to joining Suburban, Mr. Scanlon spent several years with JP Morgan & Co., most recently as Vice President – Corporate Systems and earlier held several positions with Andersen Consulting, an international systems consulting firm, most recently as Manager.

Mr. Bloomstein joined Suburban as our Controller in April 2014 and was promoted to Vice President and Controller in October 2017. For the ten years prior to joining Suburban, he held several executive financial and accounting positions with The Access Group, a network of professional services companies, and with Dow Jones & Company, Inc., a global news and financial information company. Mr. Bloomstein started his career with the international accounting firm PricewaterhouseCoopers LLP, working his way to the level of Manager in the Assurance practice. Mr. Bloomstein is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

Mr. D'Ambrosio has served as our Treasurer since November 2002 and was additionally made a Vice President in October 2007. He served as our Assistant Treasurer from October 2000 to November 2002 and as Director of Treasury Services from January 1998 to October 2000. Mr. D'Ambrosio joined Suburban in May 1996 after ten years in the commercial banking industry.

Mr. Onderdonk has served as our Vice President – Operational Support since November 2015 and before that was our Assistant Vice President – Financial Planning and Analysis since November 2013. Prior to that, he served as our Managing Director, Financial Planning and Analysis from November 2010 to November 2013. Mr. Onderdonk joined Suburban in September 2001 after fourteen years in the consumer products industry.

Mr. Schueler has served as our Vice President – Product Supply since October 2017 and before that was our Managing Director – Product Supply since November 2013. Mr. Schueler joined Suburban as Director – Product Resources in July 2005 following a nine-year career at Public Service Enterprise Group and prior to that, eight years at Kraft Foods.

Ms. Zwickel has served as our Vice President – Human Resources since November 2013. Prior to that, she was our Assistant Vice President – Human Resources since April 2011 and earlier held several roles in our Legal Department (including Assistant General Counsel from October 2009 to April 2011 and Counsel from October 2002 to October

2009), where she was responsible for, among other things, providing legal counsel on employment issues. Ms. Zwickel joined Suburban in June 1999 after eight years in the private practice of law.

PARTNERSHIP GOVERNANCE

The MLP Agreement provides that all management powers over our business and affairs are exclusively vested in our Board of Supervisors and, subject to the direction of the Board of Supervisors, our officers. No Unitholder has any management power over our business and affairs or actual or apparent authority to enter into contracts on behalf of or otherwise to bind us.

Board Committees

The Board has three standing committees: an Audit Committee, a Compensation Committee and a Nominating/Governance Committee.

Audit Committee

Four Supervisors, who are not officers or employees of Suburban or its subsidiaries, currently serve on the Audit Committee with authority to review, approve or ratify, at the request of the Board, specific matters as to which the Board believes there may be a conflict of interest, or which may be required to be disclosed pursuant to Item 404(a) of Regulation S-K adopted by the Securities and Exchange Commission, in order to determine if the resolution or course of action in respect of such conflict proposed by the Board is fair and reasonable to us. Under the MLP Agreement, any matter that receives the “Special Approval” of the Audit Committee (i.e., approval by a majority of the members of the Audit Committee) is conclusively deemed to be fair and reasonable to us, is deemed approved by all of our partners and shall not constitute a breach of the MLP Agreement or any duty stated or implied by law or equity as long as the material facts known to the party having the potential conflict of interest regarding that matter were disclosed to the Audit Committee at the time it gave Special Approval. The Audit Committee also assists the Board in fulfilling its oversight responsibilities relating to (a) integrity of Suburban’s financial statements and internal control over financial reporting; (b) Suburban’s compliance with applicable laws, regulations and its code of conduct; (c) independence and qualifications of the independent registered public accounting firm; (d) performance of the internal audit function and the independent registered public accounting firm; and (e) accounting complaints.

Our Board has adopted a written charter for the Audit Committee, which is reviewed periodically to ensure that it meets all applicable legal and NYSE listing requirements. A copy of our Audit Committee Charter is available without charge from our website at www.suburbanpropane.com or upon written request directed to: Investor Relations, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206.

The Board has determined that all four current members of the Audit Committee, Lawrence C. Caldwell, Terence J. Connors (its Chairman), William M. Landuyt and Jane Swift, are independent and (with the exception of Ms. Swift) are audit committee financial experts within the meaning of the NYSE corporate governance listing standards and in accordance with Rule 10A-3 of the Exchange Act, Item 407 of Regulation S-K and Suburban’s criteria for Supervisor independence set forth under “Partnership Governance – Supervisor Independence” below as of the date of this Proxy Statement.

The Audit Committee met nine times during fiscal 2017.

Compensation Committee

The Compensation Committee reviews the performance of, and sets the compensation for, all executives. It also approves the design of executive compensation programs. In addition, the Compensation Committee participates in executive succession planning and management development. The committee met five times during fiscal 2017. Its current members are Matthew J. Chanin (its Chairman), Harold R. Logan, Jr. and John Hoyt Stookey, all of whom are independent in accordance with our Corporate Governance Guidelines and Principles and the rules of the NYSE.

Our Board has adopted a Compensation Committee Charter. A copy of our Compensation Committee Charter is available without charge from our website at www.suburbanpropane.com or upon written request directed to: Investor Relations, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206.

Nominating/Governance Committee

The Nominating/Governance Committee participates in Board succession planning and development and identifies individuals qualified to become Board members, recommends to the Board the persons to be nominated for election as Supervisors at any Tri-Annual Meeting of the Unitholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board, develops and recommends to the Board changes to Suburban's Corporate Governance Guidelines and Principles when appropriate, and oversees the evaluation of the Board. The committee met two times during fiscal 2017. Its members are Lawrence C. Caldwell, Matthew J. Chanin, Terence J. Connors, William M. Landuyt, Harold R.

Logan, Jr. (its Chairman), John Hoyt Stookey and Jane Swift, all of whom are independent in accordance with our Corporate Governance Guidelines and Principles and the rules of the NYSE.

Our Board has adopted a Nominating/Governance Committee Charter. A copy of our Nominating/Governance Committee Charter is available without charge from our website at www.suburbanpropane.com or upon written request directed to: Investor Relations, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206.

Supervisor Nominations and Criteria for Board Membership

To fulfill its responsibility to recruit nominees for election as Supervisors, the Nominating/Governance Committee reviews the composition of the Board to determine the qualifications and areas of expertise needed to further enhance the composition of the Board and works with management in attracting candidates with those qualifications. Our Corporate Governance Guidelines and Principles set forth the following minimum qualifications for our Supervisors, who are nominated in accordance with the procedures set forth in the MLP Agreement:

1. **Integrity.** Individuals must be of personal and professional integrity and ethical character, who recognize and value these qualities in others.
2. **Absence of Conflicts of Interest.** In addition to meeting the independence standards set forth elsewhere in the Guidelines, a Supervisor should not have any interests that would materially impair his or her ability to (i) exercise independent judgment or (ii) otherwise discharge the fiduciary duties owed as a supervisor to Suburban and its unitholders.
3. **Fair and Equal Representation.** A Supervisor must be able to represent fairly and equally the long-term interests of all of Suburban's unitholders without favoring or advancing any particular unitholder or other constituency of Suburban.
4. **Achievement.** A Supervisor must have demonstrated achievement in one or more fields of business, professional, or governmental endeavor.
5. **Oversight.** A Supervisor is expected to have sound judgment, borne of management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role (including an inquisitive and rigorous manner of monitoring).
6. **Experience and Business Understanding.** A Supervisor should have relevant or relatable expertise and experience, and be able to offer advice and guidance to management based on that expertise and experience. In addition, he/she must have a general appreciation regarding key issues facing public companies of a size and operational scope similar to Suburban, including:
 - corporate governance concerns;
 - regulatory obligations of a public issuer;
 - strategic business planning; and
 - basic concepts of corporate finance.
7. **Available Time.** A Supervisor must have sufficient time available to devote to the affairs of the Board, be fully prepared to devote such time, and be physically and mentally capable of devoting such time. It is expected that each candidate will be available and able to attend substantially all meetings of the Board and any committees on which he/she will serve, as well as Suburban's tri-annual and special meetings of unitholders, after taking into consideration his/her other business and professional commitments, including service on the boards of other companies. The Board

should include at least some supervisors who are committed to service on the Board for an extended period of time.

8. Diversity. The Board seeks an appropriate diversity of personal and professional background, experience,

11

expertise, and perspective among Supervisors. Board Supervisors should be able to cooperate with other Board members and contribute to the collegiality of the Board.

In addition, the Nominating/Governance Committee considers the number of other boards of public companies on which a candidate serves.

Unitholder Nominations

Unitholders may nominate candidates for Supervisors in accordance with the following procedures set forth in the MLP Agreement. Any Unitholder (or group of Unitholders) that beneficially owns 10% or more of the outstanding Common Units is entitled to nominate one or more individuals to stand for election as Supervisors at a Tri-Annual Meeting by providing written notice thereof to the Board of Supervisors not more than 120 days and not less than 90 days prior to the date of such Tri-Annual Meeting; provided, however, that in the event that the date of the Tri-Annual Meeting was not publicly announced by Suburban by mail, press release or otherwise more than 100 days prior to the date of such meeting, such notice, to be timely, must be delivered to the Board of Supervisors not later than the close of business on the 10th day following the date on which the date of the Tri-Annual Meeting was announced. The notice must set forth (i) the name and address of the Unitholder(s) making the nomination or nominations, (ii) the number of Common Units beneficially owned by such Unitholder(s), (iii) such information regarding the nominee(s) proposed by the Unitholder(s) as would be required to be included in a proxy statement relating to the solicitation of proxies for the election of Supervisors filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee(s) been nominated or intended to be nominated to the Board of Supervisors, (iv) the written consent of each nominee to serve as a member of the Board of Supervisors if so elected and (v) a certification that such nominee(s) qualify as Supervisor(s). Unitholder nominees whose nominations comply with these procedures and who meet the minimum criteria for Board membership, as outlined above, will be evaluated by the Nominating/Governance Committee in the same manner as the Committee's nominees.

Supervisor Independence

The Corporate Governance Guidelines and Principles adopted by the Board of Supervisors (and available on our website at www.suburbanpropane.com) set forth that a Supervisor is deemed to be lacking a material relationship to Suburban and is therefore independent if the following criteria are satisfied:

1. Within the past three years, the Supervisor:
 - a. has not been employed by Suburban and has not received more than \$100,000 per year in direct compensation from Suburban, other than Supervisor and committee fees and pension or other forms of deferred compensation for prior service;
 - b. has not provided significant advisory or consultancy services to Suburban, and has not been affiliated with a company or a firm that has provided such services to Suburban in return for aggregate payments during any of the last three fiscal years of Suburban in excess of the greater of 2% of the other company's consolidated gross revenues or \$1 million;
 - c. has not been a significant customer or supplier of Suburban and has not been affiliated with a company or firm that has been a customer or supplier of Suburban and has neither made to Suburban nor received from Suburban payments during any of the last three fiscal years of Suburban in excess of the greater of 2% of the other company's consolidated gross revenues or \$1 million;
 - d. has not been employed by or affiliated with an internal or external auditor that within the past three years provided services to Suburban; and
 - e. has not been employed by another company where any of Suburban's current executives serve on that company's compensation committee;
- 2.

Edgar Filing: SUBURBAN PROPANE PARTNERS LP - Form DEF 14A

The Supervisor is not a spouse, parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law of a person having a relationship described in 1. above nor shares a residence with such person;

3. The Supervisor is not affiliated with a tax-exempt entity that within the past 12 months received significant

12

contributions from Suburban (contributions of the greater of 2% of the entity's consolidated gross revenues or \$1 million are considered significant); and

4. The Supervisor does not have any other relationships with Suburban or with members of senior management of Suburban that the Board determines to be material.

Attendance at Meetings

Unitholder Meetings

It is the policy of the Board of Supervisors that all Supervisors should attend Suburban's Unitholder meetings. All seven of the then Supervisors attended the Tri-Annual Meeting of Unitholders on May 13, 2015.

Board and Committee Meetings

The Board held 6 meetings in fiscal 2017. Each Supervisor attended at least 75% of the total number of meetings of the Board and of the Committees of the Board on which such Supervisor served in fiscal 2017. Mr. Logan, Chairman of the Board, presides at the regularly scheduled executive sessions of the non-management Supervisors, all of whom are independent, held as part of the meetings of the Board.

Unitholder Communications with the Board of Supervisors

Unitholders who wish to communicate directly with the Board as a group may do so by writing to the Suburban Board of Supervisors, c/o Company Secretary, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206. Unitholders may also communicate directly with individual Supervisors by addressing their correspondence accordingly.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, as amended, requires our Supervisors, executive officers and holders of 10 percent or more of our Common Units to file initial reports of ownership and reports of changes in ownership of our Common Units with the Securities and Exchange Commission. Supervisors, executive officers and 10 percent Unitholders are required to furnish Suburban with copies of all Section 16(a) forms that they file. Based on a review of these filings, we believe that all such filings were timely made during fiscal 2017.

Code of Ethics and Code of Business Conduct and Ethics

We have adopted a Code of Ethics that applies to our principal executive officer, principal financial officer, controller, or persons performing similar functions, and a Code of Business Conduct and Ethics that applies to all of our employees, officers and Supervisors. Copies of our Code of Ethics and our Code of Business Conduct and Ethics are available without charge from our website at www.suburbanpropane.com or upon written request directed to: Investor Relations, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206. Any amendments to, or waivers from, provisions of our Code of Ethics or our Code of Business Conduct and Ethics that apply to our principal executive officer, principal financial officer and principal accounting officer will be posted on our website.

Corporate Governance Guidelines

We have adopted Corporate Governance Guidelines and Principles in accordance with the NYSE corporate governance listing standards in effect as of the date of this Proxy Statement. Copies of our Corporate Governance Guidelines and Principles are available without charge from our website at www.suburbanpropane.com or upon written request directed to: Investor Relations, Suburban Propane Partners, L.P., P.O. Box 206, Whippany, New Jersey 07981-0206.

NYSE Annual CEO Certification

The NYSE requires the Chief Executive Officer of each listed company to submit a certification indicating that the

13

company is not in violation of the Corporate Governance listing standards of the NYSE on an annual basis. Our Chief Executive Officer submits his Annual CEO Certification to the NYSE each December. In December 2017, Mr. Stivala submitted his Annual CEO Certification for our 2017 fiscal year to the NYSE without qualification.

REPORT OF THE AUDIT COMMITTEE

This report by the Audit Committee is required by the rules of the Securities and Exchange Commission pursuant to paragraph (d)(3) of Regulation S-K Item 407. It shall not be deemed to be “soliciting material,” or to be “filed” with the Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Suburban specifically incorporates it by reference in such filing.

In accordance with the provisions of its written charter, the Audit Committee assists the Board of Supervisors in fulfilling its responsibility for oversight of (a) the integrity of Suburban’s financial statements and internal control over financial reporting; (b) Suburban’s compliance with applicable laws, regulations, and its code of conduct; (c) independence and qualifications of the independent registered public accountants; (d) the performance of the internal audit function and the independent registered public accountants; and (e) accounting complaints. Management of Suburban is responsible for the preparation, integrity and objectivity of Suburban’s financial statements in accordance with generally accepted accounting principles and for establishing and maintaining a system of internal accounting and disclosure controls. PricewaterhouseCoopers LLP, Suburban’s independent registered public accounting firm, audits the annual financial statements prepared by management, expresses an opinion as to whether those financial statements fairly present, in all material respects, the financial position, results of operations and cash flows of Suburban in conformity with accounting principles generally accepted in the United States of America and discusses with the Audit Committee any issues they believe should be raised. The independent registered public accounting firm also annually audits the effectiveness of internal control over financial reporting.

The Audit Committee has reviewed and discussed the audited consolidated financial statements set forth in Suburban’s Annual Report on Form 10-K for the fiscal year ended September 30, 2017 with management. The Audit Committee also discussed with PricewaterhouseCoopers LLP those matters required to be discussed under Public Company Accounting Oversight Board Auditing Standard No. 16, Communications with Audit Committees.

The Audit Committee received the written disclosures and letter from PricewaterhouseCoopers LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with PricewaterhouseCoopers LLP the independence of that firm.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Supervisors that Suburban’s audited consolidated financial statements be included in Suburban’s Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the Securities and Exchange Commission.

Respectfully submitted by the members of the Audit Committee of the Board of Supervisors.

Terence J. Connors, Chairman Lawrence C. Caldwell

William M. Landuyt

Jane Swift

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis explains our executive compensation philosophy, policies and practices with respect to those executive officers of Suburban identified below to whom we refer as our “named executive officers”:

Name	Position
Michael A. Stivala	President and Chief Executive Officer
Michael A. Kuglin	Chief Financial Officer and Chief Accounting Officer
Steven C. Boyd	Chief Operating Officer*
Douglas T. Brinkworth	Senior Vice President Product Supply, Purchasing and Logistics
Paul Abel	Senior Vice President, General Counsel and Secretary

*At its October 25, 2017 meeting, the Board of Supervisors approved the promotion of Mr. Boyd from Senior Vice President – Operations to Chief Operating Officer.

Key Topics Covered in this Compensation and Discussion Analysis

The following table summarizes the main areas of focus in this Compensation and Discussion Analysis:

- Compensation Governance
- Participants in the Compensation Process
- The Annual Compensation Decision Making Process
- Risk Mitigation Policies
- Executive Compensation Philosophy
- Overview
- Pay Mix
- Components of Compensation
- Base Salary
- Annual Cash Bonus Plan
- Long-Term Incentive Plan
- Restricted Unit Plan
- Distribution Equivalent Rights Plan
- Benefits and Perquisites
- Impact of Accounting and Tax Treatments of Executive Compensation

Compensation Governance

Participants in the Compensation Process

Role of the Compensation Committee

The Compensation Committee of our Board of Supervisors, which we hereafter refer to as the “Committee,” is responsible for overseeing our executive compensation program. In accordance with its charter, available on our

website at www.suburbanpropane.com, the Committee ensures that the compensation packages provided to our executive officers are designed in accordance with our compensation philosophy. The Committee reviews and approves the compensation packages of our managing directors, assistant vice presidents, vice presidents, senior vice presidents, and our named executive officers. The Committee establishes and oversees our general compensation philosophy in consultation with our President and Chief Executive Officer.

Among other duties, the Committee has overall responsibility for:

- Reviewing and approving the compensation of our President and Chief Executive Officer, our Chief Financial Officer, and our other executive officers;
- Reporting to the Board of Supervisors any and all decisions regarding compensation changes for our President and Chief Executive Officer and our other executive officers;

15

Evaluating and approving our annual cash bonus plan, Long-Term Incentive Plan, grants under our Restricted Unit Plan, and grants under our Distribution Equivalent Rights Plan, as well as all other executive compensation policies and programs;

Administering and interpreting the compensation plans that constitute each component of our executive officers' compensation packages; and

Engaging consultants, when appropriate, to provide independent, third-party advice on executive officer-related compensation.

Role of the President and Chief Executive Officer

The role of our President and Chief Executive Officer in the executive compensation process is to recommend individual pay adjustments, grants of restricted units under our Restricted Unit Plan(s) and other adjustments to the compensation packages of the executive officers, other than for himself, to the Committee based on market conditions, our company performance, and individual performance. When recommending individual pay adjustments for the executive officers, Mr. Stivala, our President and Chief Executive Officer, presents the Committee with information comparing each executive officer's current compensation to the mean compensation figures for comparable positions included in benchmarking data utilized by the Committee.

Role of Outside Consultants

Prior to each Committee meeting at which executive compensation packages are reviewed, members of the Committee are provided with benchmarking data from the Mercer Human Resource Consulting, Inc., which we hereafter refer to as "Mercer," database for comparison. The Committee's sole use of the Mercer database is to compare and contrast our executives' current base salaries and total direct compensation to the data provided in the Mercer benchmarking database, which is derived from a proprietary database of surveys from over 3,000 organizations and approximately 1,500 positions that may or may not include similarly-sized national propane marketers. The use of the Mercer database provides a broad base of compensation benchmarking information for companies of similar size to Suburban. There was no formal consultancy role played by Mercer. Therefore, prior to the Committee's meetings, neither the Committee members nor our President and Chief Executive Officer met with representatives from Mercer.

In addition to using the benchmarking data from the Mercer benchmarking database, the Committee has utilized, since fiscal 2013, the services of Willis Towers Watson, which we hereafter refer to as "WTW," a human resources consulting firm, formerly known as Towers Watson & Co. In developing the fiscal 2016 compensation packages for each of our named executive officers, the Committee retained the services of WTW to benchmark the base salaries and total direct compensation of our executive officers compared to comparable positions, using market data for similarly-sized companies which was developed by WTW from multiple survey sources across several industries, inclusive of other energy companies in the United States. In developing the fiscal 2017 compensation packages for our executive officers, the Committee did not engage the services of WTW; instead, the Committee utilized and relied upon the benchmark data provided by WTW for our fiscal 2016 executive compensation packages. The Committee did, however, engage WTW for recommendations on the design of a new Distribution Equivalent Rights Plan, adopted at the Committee's January 17, 2017 meeting.

Our Unitholders: Say-on-Pay

At their 2015 Tri-Annual Meeting, our Unitholders overwhelmingly approved an advisory resolution approving executive compensation (commonly referred to as "Say-on-Pay"). As a result, the Committee has determined that no major revisions of its executive compensation practices are required. The following represents the 2015 Say-on-Pay voting results:

			Broker
For	Against	Abstain	Non-Votes
28,802,659	1,712,622	613,603	22,303,948

The Committee periodically evaluates its compensation practices for possible improvement. Our Unitholders will have another opportunity to cast an advisory vote on the compensation of our named executive officers at the Meeting. See Proposal 4 – “Advisory Vote on Executive Compensation” below.

The Annual Compensation Decision Making Process

Fiscal 2017 Committee Meetings

The Committee holds three regularly-scheduled meetings during the fiscal year: one in October or November, one in January and one in July, and may meet at other times during the year as warranted. With the exception of approving the Distribution Equivalent Rights Plan at its January 17, 2017 meeting, the Committee finalized the fiscal year 2017 compensation packages for each of our named executive officers at its November 14, 2016 meeting.

As in past fiscal years and as referred to above, the Committee was provided with a comprehensive analysis of each senior executive's past and current compensation - including benchmarking data for comparison - to enable it to assess and determine each executive's compensation package for fiscal 2017. The Committee considered a number of factors in establishing the fiscal 2017 executive compensation packages, including, but not limited to, experience, scope of responsibility and individual performance.

Prior to making its decisions regarding each named executive officer's fiscal 2017 compensation package, the Committee reviewed the total cash compensation opportunity that was provided to each named executive officer during the previously completed fiscal year. At that time, "total cash compensation opportunity" consisted of base salary, an annual cash bonus, and cash settled long-term incentives; and has since been updated to include payments under a Distribution Equivalent Rights Plan that began in February 2017. The Committee then compared each named executive officer's total cash compensation opportunity to the total mean cash compensation opportunity for the parallel position in the Mercer database. In addition, the Committee reutilized the benchmark data provided by WTW for establishing our executives' fiscal 2016 compensation referenced above under "Role of Outside Consultants." The Committee then based its final decisions on both the fiscal 2016 recommendations made by WTW and on the information contained in the Mercer benchmarking database.

Our Approach to Setting Compensation Packages

In reviewing and determining the compensation packages of our named executive officers, the Committee considers a number of factors related to each executive, including, but not limited to, years of experience in current position, scope and level of responsibility, influence over Suburban's affairs and individual performance. The relative importance assigned to each of these factors by the Committee may differ from executive to executive and from year to year. As a result, different weights may be given to different components of compensation among each of our named executive officers.

As previously stated, the Committee is provided with benchmarking data for comparison. This benchmarking data is just one of a number of factors considered by the Committee, but is not necessarily the most determinative factor. The Committee compares total cash compensation opportunities, comprising base salary and annual cash bonuses, as well as total direct compensation (which includes opportunities under our Long-Term Incentive Plan, Restricted Unit Plan, and, subsequent to the Committee's meeting of January 17, 2017, our Distribution Equivalent Rights Plan) to the total mean cash compensation opportunity and total direct compensation opportunity for the parallel position in the benchmark information reviewed.

Compensation Peer Group

The Committee bases its benchmarking on a broad base of companies of similar size to Suburban, and does not rely solely on a peer group of other propane marketers. The Committee takes this approach because it believes that the proximity of our headquarters to New York City and the need to realistically compete for skilled executives in an environment shared by numerous other enterprises seeking similarly skilled employees requires a broader review of

the market. Furthermore, similarly-sized propane marketers (of which there are only two) compete for executives in different economic environments. This benchmarking approach has been in place for a number of years.

The compensation packages of the named executive officers of Ferrellgas Partners, L.P. and AmeriGas Partners, L.P. were included in the benchmarking study provided by WTW for fiscal 2016 and was reviewed by the Committee as part of its decision-making process in establishing executive compensation for fiscal 2016 and fiscal 2017.

Risk Mitigation Policies

Equity Holding Policy

Effective April 22, 2010, the Committee adopted an Equity Holding Policy, as amended on November 11, 2015, which established guidelines for the level of Suburban equity holdings that members of the Board and our executive officers are expected to maintain.

Our equity holding requirements for the specified positions are currently as follows:

Position	Amount
Member of the Board of Supervisors	3 x Annual Fee
President and Chief Executive Officer	5 x Base Salary
Chief Financial Officer	3 x Base Salary
Chief Operating Officer	3 x Base Salary
Senior Vice President	2.5 x Base Salary
Vice President	1.5 x Base Salary
Assistant Vice President	1 x Base Salary
Managing Director	1 x Base Salary

As of the January 2, 2018 measurement date, all of our executive officers, including our named executive officers, as well as the members of our Board of Supervisors, were in compliance with our Equity Holding Policy.

The Equity Holding Policy can be accessed through a link on our website at www.suburbanpropane.com under the “Investors” tab.

Incentive Compensation Recoupment Policy

Upon recommendation by the Committee, on April 25, 2007, the Board of Supervisors adopted an Incentive Compensation Recoupment Policy that permits the Committee to seek reimbursement from certain of our executives of incentive compensation (i.e., payments made pursuant to the annual cash bonus plan and the Long-Term Incentive Plan) paid to those executives in connection with any fiscal year for which there is a significant restatement of our published financial statements triggered by a material accounting error, which results in less favorable results than those originally reported. Such reimbursement can be sought from executives even if they were not personally responsible for the restatement. In addition to the foregoing, if the Committee determines that any fraud or intentional misconduct by an executive was a contributing factor to Suburban having to make a significant restatement, then the Committee is authorized to take appropriate action against such executive, including disciplinary action, up to, and including, termination, and requiring reimbursement of all, or any part, of the compensation paid to that executive in excess of that executive’s base salary, including cancellation of any unvested restricted units.

The Incentive Compensation Recoupment Policy is available on our website at www.suburbanpropane.com under the “Investors” tab.

Executive Compensation Philosophy

Overview

Our executive compensation program is underpinned by two core objectives:

- To attract and retain talented executives who have the skills and experience required to achieve our goals; and
- To align the short-term and long-term interests of our executive officers with those of our Unitholders.

We accomplish these objectives by providing our executive officers with compensation packages that provide a competitive base salary combined with the opportunity to earn both short-term and long-term cash incentives based on the achievement of short-term and long-term performance objectives under a pay-for-performance compensation philosophy. Recognizing that certain external factors, such as the severity and unpredictability of winter weather

patterns, may have a significant influence on annual financial performance in any given year, the Committee evaluates additional factors in determining the amount of incentive compensation earned. The various components of compensation provided to our executive officers are specifically linked to either short-term or long-term performance measures, and encourage equity ownership in Suburban. Therefore, our executive compensation packages are designed to achieve our overall goal of sustainable, profitable growth by rewarding our executive officers for behaviors that facilitate our achievement of this goal.

The principal components of the compensation we provide to our named executive officers are as follows:

Component	Purpose	Features
Base Salary	<ul style="list-style-type: none"> To reward individual performance, experience and scope of responsibility To be competitive with market pay practices 	<ul style="list-style-type: none"> Reviewed and approved annually Market benchmarked Mean market salary data is considered in determining levels
Annual cash incentive	<ul style="list-style-type: none"> To drive and reward the delivery of financial and operating performance during a particular fiscal year 	<ul style="list-style-type: none"> Paid in cash Based on annual EBITDA performance compared to budgeted EBITDA and other qualitative factors
Long-term incentives	<ul style="list-style-type: none"> To ensure alignment of our executives' interests with the long-term interests of our Unitholders To reward activities and practices that are conducive to sustainable, profitable growth and long-term value creation To attract and retain skilled individuals 	<ul style="list-style-type: none"> Participants are selected by the Committee Annual awards of phantom units settled in cash Measured over a three-year period based on the level of our average distributable cash flow over such three-year measurement period
Restricted units	<ul style="list-style-type: none"> To retain the services of the recipient over the vesting period To further align the long-term interests of the recipient with the long-term 	<ul style="list-style-type: none"> Participants are selected by the Committee No pre-determined frequency or amounts of awards

- interests of our Unitholders through encouragement of equity ownership
- Plan provides the Committee flexibility to respond to different facts and circumstances
- To mitigate potential shortfalls in total cash compensation of our executive officers when compared to benchmarked total cash compensation
- Awards normally vest in equal thirds on the first three anniversaries of the date of grant
- To provide an adequate compensation package in connection with an internal promotion
- Awards are settled in Common Units

- To reward outstanding performance
- Distribution Equivalent Rights • To drive and reward behaviors that lead to distribution sustainability and growth
- Participants are selected by the Committee
- To further align the interests of the recipients with the interests of our Unitholders
- Paid in cash
- Payments are made upon a distribution to Unitholders and based on the number of Participants' unvested restricted units
- To encourage our executives to retain their holdings of our Common Units by providing them with funds to settle the income and FICA taxes on their vested restricted units
- Plan provides the Committee with the flexibility to provide additional incentives to specified individuals

We align the short-term and long-term interests of our named executive officers with the short-term and long-term interests of our Unitholders by:

- Providing our named executive officers with an annual incentive target that encourages them to achieve or exceed targeted financial results and operating performance for a particular fiscal year;
- Providing a long-term incentive plan that encourages our named executive officers to implement activities and practices conducive to sustainable, profitable growth;
- Providing our named executive officers with restricted units in order to encourage the retention of the participating executive officers and their equity ownership in Suburban, while simultaneously encouraging behaviors conducive to the long-term appreciation of our Common Units; and
- Providing our named executive officers with distribution equivalent rights to encourage behaviors conducive to distribution sustainability and growth.

Pay Mix

Under our compensation structure, each named executive officer’s “total cash compensation opportunity” consists of a mix of base salary, cash bonus, cash-settled long-term incentives, and distribution equivalent rights payments. This “mix” varies depending on his or her position. The base salary for each executive officer is the only fixed component of compensation. All other cash compensation, including annual cash bonuses and long-term incentive compensation, is variable in nature as it is dependent upon achievement of certain performance measures.

In allocating among these components, in order to align the interests of our senior executive officers - the executive officers having the greatest ability to influence our performance - with the interests of our Unitholders, we consider it crucial to emphasize the performance-based elements of the total compensation opportunities that we provide to them. Therefore, during fiscal 2017, the total cash compensation opportunity for our senior executive officers, including our named executive officers, was at least 48% performance-based under our annual cash bonus and long-term incentive plans, neither of which provide for minimum payments.

The following table summarizes each of these components as a percentage of each named executive officer’s total cash compensation opportunity for fiscal 2017:

	Base Salary	Target	Distribution	
			Cash Bonus	Long-Term Equivalent
			Incentive	Rights
Michael A. Stivala	36%	36%	18%	10%
Michael A. Kuglin	41%	33%	16%	10%
Steven C. Boyd	41%	33%	16%	10%
Douglas T. Brinkworth	41%	33%	16%	10%
Paul Abel	42%	32%	16%	10%

Components of Compensation

Base Salary

Using the process explained in the section above titled “The Annual Compensation Decision Making Process,” at its November 14, 2016 meeting, the Committee increased Mr. Kuglin’s base salary to \$330,000, in recognition of his performance throughout the year and to bridge a perceived shortfall between his former base salary and the benchmark salaries for similar positions. The Committee did not make any adjustments to the base salaries of our other named executive officers.

20

The following base salaries were in effect during fiscal 2017 and fiscal 2016 for our named executive officers:

	Fiscal 2017	Fiscal 2016
	Base Salary	Base Salary
Michael A. Stivala	\$500,000	\$500,000
Michael A. Kuglin	\$330,000	\$310,000
Steven C. Boyd	\$330,000	\$330,000
Douglas T. Brinkworth	\$310,000	\$310,000
Paul Abel	\$300,000	\$300,000

At its October 24, 2017 meeting, the Committee approved the following base salaries for fiscal 2018, taking into account recommendations made by WTW at the request of the Committee:

	Fiscal 2018
	Base Salary
Michael A. Stivala	\$550,000
Michael A. Kuglin	\$365,000
Steven C. Boyd	\$365,000
Douglas T. Brinkworth	\$335,000
Paul Abel	\$325,000

The base salaries paid to our named executive officers in fiscal 2017, fiscal 2016 and fiscal 2015 are reported in the column titled “Salary” in the Summary Compensation Table below.

Annual Cash Bonus Plan

The Committee uses the annual cash bonus plan (which falls within the Securities and Exchange Commission’s definition of a “Non-Equity Incentive Plan” for the purposes of the Summary Compensation Table and otherwise) to provide a cash incentive award to certain hourly and salaried employees, including our named executive officers, for the attainment of EBITDA targets for the particular fiscal year, in accordance with the annual budget approved by our Board of Supervisors at the beginning of the fiscal year.

Performance Condition

The sole metric measures Actual Adjusted EBITDA relative to Budgeted EBITDA.

Definitions

Actual EBITDA: represents net income before deducting interest expense, income taxes, depreciation and amortization.

Actual Adjusted EBITDA: represents Actual EBITDA adjusted for various items; including, but not limited to, unrealized (non-cash) gains or losses on changes in the fair value of derivative instruments; gains or losses on sale of business; acquisition and integration-related costs; multi-employer pension plan withdrawal charges; pension settlement charges; and losses on debt extinguishment.

Budgeted EBITDA: represents our target budgeted EBITDA developed using a bottom-up process factoring in reasonable growth targets from the prior year's performance, while at the same time attempting to reach a balance between a target that is reasonably achievable, yet not certain.

Based on a determination made by the Committee at its January 22, 2014 meeting, following a review of recommendations made by WTW, which had been engaged by the Committee for that purpose, our named executive officers currently have the opportunity to earn between 50% and 120% of their target cash bonuses under this plan, depending upon the relationship of our Actual Adjusted EBITDA compared to Budgeted EBITDA in accordance with the following table:

	Actual Adjusted EBITDA as a % of	% of Target Cash	Bonus Earned	
Maximum	120%			
	and			
	above	120	%	
	119	%	119	%
	118	%	118	%
	117	%	117	%
	116	%	116	%
	115	%	115	%
	114	%	114	%
	113	%	113	%
	112	%	112	%
	111	%	111	%
	110	%	110	%
	109	%	109	%
	108	%	108	%
	107	%	107	%
	106	%	106	%
	105	%	105	%
	104	%	104	%
	103	%	103	%
	102	%	102	%
	101	%	101	%
Target	100	%	100	%
	99	%	98	%
	98	%	96	%
	97	%	94	%
	96	%	92	%
	95	%	90	%
	94	%	85	%
	93	%	82.5	%
	92	%	80	%
	91	%	77.5	%
	90	%	75	%

	89	%	70	%
	88	%	65	%
	87	%	60	%
	86	%	55	%
Entry	85	%	50	%
	Below		0	%
	85%			

Fiscal 2017 Annual Cash Bonus

For fiscal 2017, our Budgeted EBITDA was \$340.0 million. Our Actual Adjusted EBITDA was such that each of our executive officers earned 0% of his or her target cash bonus. During the previous two fiscal years, our Actual Adjusted EBITDA was such that each of our named executive officers earned 0% and 90% of their target cash bonus for fiscal 2016 and fiscal 2015, respectively.

The fiscal 2017 target cash bonuses established for each named executive officer and the actual cash bonuses earned by each of them during fiscal 2017 are summarized as follows:

Name	Fiscal 2017	Fiscal 2017	
	Target Cash Bonus as a Percentage of Base Salary	Fiscal 2017 Target Cash Bonus	Actual Cash Bonus Earned at 0%
Michael A. Stivala	100%	\$500,000	\$ —
Michael A. Kuglin	80%	\$264,000	\$ —
Steven C. Boyd	80%	\$264,000	\$ —
Douglas T. Brinkworth	80%	\$248,000	\$ —
Paul Abel	75%	\$225,000	\$ —

The Use of Discretion

Although our annual cash bonus plan is generally administered in accordance with pre-approved terms for a particular fiscal year, the Committee retains the right to exercise its broad discretionary powers to decrease or increase the annual cash bonus paid to a particular named executive officer, upon the recommendation of our President and Chief Executive Officer, or to the named executive officers as a group, when the Committee determines that an adjustment is warranted. In fiscal 2016 and fiscal 2015, no discretionary adjustments were made to the annual cash bonuses earned by our named executive officers.

For fiscal 2017, at its October 24, 2017 meeting, the Committee used its discretionary authority to award each of our named executives officers 30% of their target bonus, in recognition of Suburban's operational and financial accomplishments in fiscal 2017, despite a more challenging operating environment and weather pattern compared to fiscal 2016. In navigating through the second consecutive record warm winter heating season, our management set specific goals and took proactive actions to deliver a meaningful improvement in Actual Adjusted EBITDA and other performance metrics compared to the prior year. Additionally, the Committee's decision to grant a discretionary cash bonus for fiscal 2017 was for retention purposes – to avoid having two consecutive years in which bonus payments were not paid as a result of unseasonably warm weather. The discretionary payments approved by the Committee were as follows:

Name	Fiscal 2017
	Discretionary Cash Bonus Payments
Michael A. Stivala	\$ 150,000
Michael A. Kuglin	\$ 79,200

Steven C. Boyd	\$ 79,200
Douglas T. Brinkworth	\$ 74,400
Paul Abel	\$ 67,500

The discretionary bonuses provided to our named executive officers for fiscal 2017 are reported in the column titled “Bonus” in the Summary Compensation table below. The bonus payments earned by our named executive officers under the annual cash bonus program for fiscal 2015 are reported in the column titled “Non-Equity Incentive Plan Compensation” in the Summary Compensation Table below.

At its October 24, 2017 meeting, the Committee also approved the following fiscal 2018 target cash bonuses:

Name	Fiscal 2018 Target	
	Cash Bonus as a Percentage of Base Salary	Fiscal 2018 Target Cash Bonus
Michael A. Stivala	100%	\$550,000
Michael A. Kuglin	80%	\$292,000
Steven C. Boyd	80%	\$292,000
Douglas T. Brinkworth	80%	\$268,000
Paul Abel	80%	\$260,000

As a result of the impact that the past two consecutive years of record warm winter heating seasons have had on the ability of our employees, including our named executive officers, to earn a cash incentive bonus under the existing annual cash bonus plan, the Committee engaged WTW to review and suggest possible modifications to that plan to help mitigate its predominant dependence on weather-related factors. After reviewing several recommendations made by WTW for potential modifications to the plan at its July 2017 meeting, the Committee (at its October 24, 2017 meeting) approved two separate modifications to the plan. First, the annual cash bonus plan will now contain two separate measurement components as follows:

- i) Actual Adjusted EBITDA compared to Budgeted EBITDA, similar to the annual cash bonus plan that was in effect for fiscal 2017; and,
- ii) Scorecard-based component in which up to 35% of the target cash bonus may be awarded by the Committee, as an enhancement to the performance-based component, based on their evaluation of several qualitative scorecard items that include the following: key safety statistics compared to the prior year, customer base trends compared to the prior year, Actual Adjusted EBITDA compared to the prior year, distributable cash flow compared to the prior year, and, in the case of our named executive officers, achievement of corporate and individual goals. The Committee will use its discretion regarding how much weight to place on any one, or several, of the qualitative scorecard items in determining the amount, if any, of the scorecard-based component to award.

Second, the Committee lowered the “entry threshold” for the performance-based component under the plan from 85% to 80% and retained the 50% payout of the performance-based component at the entry threshold. The 80% entry threshold was intended to create a more symmetrical performance zone within the plan, such that both the maximum threshold and the entry threshold will take effect at a 20% differential from the target level. The following table reflects the approved modifications to the annual cash bonus plan:

Performance-Based Component			
	Actual		
	Adjusted	% of	
	EBITDA	Target	
	as a % of	Cash	
	Budgeted	Bonus	
	EBITDA	Earned	
Maximum	120%		
	and		
	above	120	%
	119	%	119 %
	118	%	118 %
	117	%	117 %
	116	%	116 %
	115	%	115 %
	114	%	114 %
	113	%	113 %
	112	%	112 %
	111	%	111 %
	110	%	110 %
	109	%	109 %
	108	%	108 %
	107	%	107 %
	106	%	106 %
	105	%	105 %
	104	%	104 %
	103	%	103 %
	102	%	102 %
	101	%	101 %
Target	100	%	100 %
	99	%	98 %
	98	%	96 %
	97	%	94 %
	96	%	92 %
	95	%	90 %
	94	%	88 %
	93	%	86 %
	92	%	84 %
	91	%	82 %

	90	%	80	%
	89	%	77	%
	88	%	74	%
	87	%	71	%
	86	%	68	%
	85	%	65	%
	84	%	62	%
	83	%	59	%
	82	%	56	%
	81	%	53	%
Entry	80	%	50	%
	Below		0	%
	80%			

These modifications to the annual cash bonus plan are effective starting with our 2018 fiscal year.

Long-Term Incentive Plan

To complement the annual cash bonus plan, which focuses on our short-term financial goals, the Long-Term Incentive Plan, which we hereafter refer to as the “LTIP,” is a phantom unit plan that is designed to motivate our executive officers to focus on our long-term financial goals.

Performance Condition

Under the LTIP, performance is assessed based on the level of our distribution coverage ratio over a three-year measurement period, which we refer to as “Distribution Coverage Ratio.” This ratio will be calculated (as shown below) by dividing our Average Distributable Cash Flow generated during an outstanding award’s three-year measurement period by a Baseline Cash Flow set on the initial grant date of the award. The Committee adopted this measure for LTIP awards because our ability to support future cash distributions, and to demonstrate distribution growth, is essential to successfully attracting and retaining investors, making it an important long-term performance metric.

Average Distributable Cash Flow

(Average Actual Adjusted EBITDA less maintenance capital expenditures, cash interest expense and other adjustments)

Baseline Cash Flow

(Total # of Common Units outstanding at beginning of the three-year measurement period times the then annualized distribution rate)

Definitions

Distributable Cash Flow: represents Actual Adjusted EBITDA for a particular fiscal year less maintenance capital expenditures, cash interest expense, and the provision for income taxes for the same fiscal year.

Actual Adjusted EBITDA: represents the same definition as Actual Adjusted EBITDA under the annual cash bonus plan.

Average Distributable Cash Flow: represents average distributable cash flow for each of the three years in a particular award’s three-year measurement period, plus the product of the number of Common Units outstanding at the beginning of the three-year measurement period and the annual differences between the per Common Unit annualized distribution rate at the beginning of the three-year measurement period and the actual per Common Unit distributions paid during each of those three years.

Baseline Cash Flow: represents the total number of Common Units outstanding at the beginning of the three-year measurement period multiplied by the then per Common Unit annualized distribution rate.

The following table summarizes the performance targets and associated level of vesting that applies to awards made under the LTIP prior to November 14, 2016 based on the achievement level of the Distribution Coverage Ratio:

Distribution Coverage Ratio % of Award Earned

1.50 or higher (Maximum)	150%
1.20 (Target)	100%
1.00 (Entry)	50%
Less than 1.00	0%

Between entry and target performance, for every additional 0.01 increase in the Distribution Coverage Ratio, an additional 2.5% of the award is earned. Between target and maximum performance, awards are earned according to the following schedule:

Distribution Coverage		Distribution Coverage % of	
Ratio	% of Award Earned	Ratio	Award Earned
1.50 or higher	150.0%	1.34	123.4%
1.49	148.4%	1.33	121.7%
1.48	146.8%	1.32	120.0%
1.47	145.1%	1.31	118.4%
1.46	143.4%	1.30	116.7%
1.45	141.8%	1.29	115.0%
1.44	140.1%	1.28	113.4%
1.43	138.4%	1.27	111.7%
1.42	136.7%	1.26	110.0%
1.41	135.1%	1.25	108.4%
1.40	133.4%	1.24	106.7%
1.39	131.7%	1.23	105.0%
1.38	130.1%	1.22	103.3%
1.37	128.4%	1.21	101.7%
1.36	126.7%	1.20	100.0%
1.35	125.1%		

At its meeting on November 14, 2016, the Committee amended the LTIP to revise the performance targets and associated level of vesting that applies to awards made under the LTIP on or after September 25, 2016. The following table summarizes the performance targets and associated level of vesting, based on the achievement level of the Distribution Coverage Ratio:

Distribution Coverage Ratio	% of Award Earned
1.25 or higher (Maximum)	150%
1.10 (Target)	100%
1.00 (Entry)	50%
Less than 1.00	0%

As a result of this amendment, between entry and target performance, for every additional 0.01 increase in the Distribution Coverage Ratio, an additional 5% of the award will be earned. Between target and maximum performance, awards will be earned according to the following schedule:

Distribution Coverage Ratio	% of Award Earned
1.25 or higher	150.0%

Edgar Filing: SUBURBAN PROPANE PARTNERS LP - Form DEF 14A

1.24	146.7%
1.23	143.3%
1.22	140.0%
1.21	136.7%
1.20	133.3%
1.19	130.0%
1.18	126.7%
1.17	123.3%
1.16	120.0%
1.15	116.7%
1.14	113.3%
1.13	110.0%
1.12	106.7%
1.11	103.3%
1.10	100.0%

27

This amendment to the LTIP did not lower the minimum required Distribution Coverage Ratio for participants to earn an entry-level award. The Committee’s decision to reduce the target-level and maximum-level award thresholds was intended to strike a better balance between an award that is reasonably achievable, yet not assured.

Grant Process

At the beginning of each fiscal year, LTIP unit awards are granted as a Committee-approved percentage of each named executive officer’s salary. In accordance with the terms of the LTIP, at the beginning of each three-year measurement period, the number of each named executive officer’s unvested LTIP phantom unit awards is calculated by dividing his target LTIP amount (representing 50% of that named executive officer’s target cash bonus under the annual cash bonus plan) by the average of the closing prices of our Common Units for the twenty days preceding the beginning of the three-year measurement period.

Cash Payments

For awards granted under the LTIP, our named executive officers, as well as the other LTIP participants (all of whom are key employees), will, at the end of the three-year measurement period, receive cash payments equal to:

- The quantity of the participant’s phantom units multiplied by the average of the closing prices of our Common Units for the twenty days preceding the conclusion of the three-year measurement period;
- The quantity of the participant’s phantom units multiplied by the sum of the distributions that would have inured to one of our outstanding Common Units during the three-year measurement period; and
- The sum of the products of the two preceding calculations multiplied by the applicable percentage corresponding to the Distribution Coverage Ratio illustrated in the applicable preceding table (based on the fiscal year for which the award was granted).

The grant date values based on the target outcomes of the awards under the LTIP granted during fiscal 2017, fiscal 2016 and fiscal 2015 are reported in the column titled “Unit Awards” in the Summary Compensation Table below.

Outstanding Awards under the LTIP

The following are the quantities of unvested LTIP phantom units granted to our named executive officers during fiscal 2017 and fiscal 2016 that will be used to calculate cash payments at the end of each award’s respective three-year measurement period (i.e., at the end of fiscal 2019 for the fiscal 2017 awards and at the end of fiscal 2018 for the fiscal 2016 awards):

	Fiscal 2017 Award	Fiscal 2016 Award
Michael A. Stivala	7,559	7,095
Michael A. Kuglin	3,991	3,519
Steven C. Boyd	3,991	3,746
Douglas T. Brinkworth	3,749	3,519
Paul Abel	3,402	3,193

Edgar Filing: SUBURBAN PROPANE PARTNERS LP - Form DEF 14A

At its meeting on October 24, 2017, the Committee granted the following quantities of unvested LTIP phantom units to our named executive officers for fiscal 2018. These quantities will be used to calculate cash payments, if earned, at the end of this award's three-year measurement period (i.e., at the end of fiscal 2020).

	Fiscal 2018 Award
Michael A. Stivala	11,181
Michael A. Kuglin	5,936
Steven C. Boyd	5,936
Douglas T. Brinkworth	5,448
Paul Abel	5,286

Vesting of the LTIP Awards

The three-year measurement period of the fiscal 2015 awards ended simultaneously with the conclusion of fiscal 2017. Our Distribution Coverage Ratio was below the entry threshold for the three-year measurement period. As such, no payments were earned relative to the fiscal 2015 awards. Similarly, given the impact of the two consecutive record warm winter heating seasons on the level of Distributable Cash Flow for fiscal 2016 and fiscal 2017, it is anticipated that, under the normative provisions of the LTIP, participants will not earn a cash payout for either of the other two outstanding award cycles (i.e., the fiscal 2016 award that will end at the conclusion of fiscal 2018 and the fiscal 2017 award that will end at the conclusion of fiscal 2019). Accordingly, during fiscal 2017 the Committee engaged WTW to review and suggest possible modifications to the LTIP design in order to help mitigate its predominant dependence on weather-related factors. At its meeting on July 18, 2017, the Committee reviewed a number of alternatives provided by WTW, but decided that, given the long-term nature of the LTIP, modifications to mitigate the impacts of unseasonably warm weather were not warranted since they would require introducing significant subjectivity into the LTIP design. However, in an effort to continue to incent management for the remainder of the fiscal 2017 award, the Committee decided that it would exercise its discretionary authority under the LTIP to make a retroactive adjustment to the Baseline Cash Flow calculation of the fiscal 2017 award. Therefore, at a special telephonic meeting on September 27, 2017, the Committee approved a retroactive adjustment to the Baseline Cash Flow calculation of the fiscal 2017 award to reflect the annualized distribution rate to be approved by the Board of Supervisors at its October 2017 meeting in respect of the fourth quarter of fiscal 2017, as if that were the annualized distribution rate in effect since the beginning of fiscal 2017. In addition, in light of the retroactive nature of this adjustment to the calculation, the Committee elected to cap the maximum potential amount that can be earned by the LTIP participants for the fiscal 2017 award at 120% of the target payment amounts.

Retirement Provision

The retirement provision applies to all LTIP participants who have been employed by Suburban for ten years and have attained age 55. A retirement-eligible participant's outstanding awards under the LTIP will vest as of the retirement-eligible date, but will remain subject to the same three-year measurement period for purposes of determining the eventual cash payment, if any, at the conclusion of the remaining measurement period. Mr. Brinkworth and Mr. Abel are our only named executive officers to whom this retirement provision applied at the conclusion of fiscal 2017.

2009 Restricted Unit Plan

At their July 22, 2009 Tri-Annual Meeting, our Unitholders approved the adoption of our 2009 Restricted Unit Plan, which we refer to as the "2009 RUP," effective August 1, 2009. Upon adoption, this plan authorized the issuance of 1,200,000 Common Units to our named executive officers, managers, other employees and to the members of our Board of Supervisors. On May 13, 2015, following approval by our Unitholders at their 2015 Tri-Annual Meeting, we adopted an amendment to this plan which increased the number of Common Units authorized for issuance under this plan by 1,200,000 for a total of 2,400,000. At the conclusion of fiscal 2017, there remained 855,830 restricted units available under the 2009 RUP for future awards. (As a result of both new awards made, and previously granted awards forfeited, in fiscal 2018, there remained 444,058 restricted units available under the 2009 RUP for future awards as of March 19, 2018.) Until the 2009 RUP terminates on July 31, 2019, the Committee will continue to make grants under the 2009 RUP, so long as restricted units remain available under that plan, if the 2018 Restricted Unit Plan is approved by our Unitholders (see Proposal No. 3 – "Approval of the 2018 Restricted Unit Plan, Authorizing the Issuance of up to 1,800,000 Common Units Pursuant to Awards Granted Under the Plan," below).

When the Committee authorizes an award of restricted units, the unvested units underlying an award do not provide the grantee with voting rights and do not receive distributions or accrue rights to distributions during the vesting

period.

Grant Process

All 2009 RUP awards are approved by the Committee. Because individual circumstances differ, the Committee has not adopted a formulaic approach to making 2009 RUP awards. Although the reasons for granting an award can vary, the general objective of granting an award to a recipient is to retain the services of the recipient over the vesting period while, at the same time, providing the type of motivation that further aligns the long-term interests of the recipient with the long-term interests of our Unitholders. The reasons for which the Committee grants 2009 RUP awards include, but are not limited to, the following:

- To attract skilled and capable candidates to fill vacant positions;

29

- To retain the services of an employee;
- To provide an adequate compensation package to accompany an internal promotion; and
- To reward outstanding performance.

In determining the quantity of restricted units to grant to named executive officers and other key employees, the Committee considers, without limitation:

- The named executive officer's or key employee's scope of responsibility, performance and contribution to meeting our objectives;
- The total cash compensation opportunity provided to the named executive officer or key employee for whom the award is being considered;
- The value of similar equity awards to named executive officers of similarly sized companies; and
- The current value of an equivalent quantity of outstanding Common Units.

In addition, in establishing the level of restricted units to grant to our named executive officers, the Committee considers the existing level of outstanding unvested 2009 RUP awards held by our named executive officers.

The Committee generally approves awards under the 2009 RUP at its first meeting each fiscal year following the availability of the financial results for the prior fiscal year; however, occasionally the Committee grants awards at other times of the year, particularly when the need arises to grant awards because of promotions and new hires.

Upon vesting, restricted units are automatically converted into our Common Units, with full voting rights and rights to receive distributions.

Vesting Schedule

2009 RUP awards granted prior to August 6, 2013 vest as follows: 25% on each of the third and fourth anniversaries of the grant date and the remaining 50% on the fifth anniversary of the grant date.

At its August 6, 2013 meeting, after its review of recommendations made by WTW, the Committee amended the 2009 RUP to revise the standard vesting schedule of awards granted thereafter to one third on each of the first three anniversaries of the award grant date. The Committee retains the ability to deviate, at its discretion, from the normal vesting schedule with respect to particular 2009 RUP awards. The Committee amended the plan in order to make its vesting schedule comparable to those of similar plans offered by other companies. Unvested awards are subject to forfeiture in certain circumstances, as defined in the 2009 RUP.

Retirement Provision

The 2009 RUP contains a retirement provision that provides for the vesting (six months and one day after the retirement date of qualifying participants) of unvested awards held by a retiring participant who meets all three of the following conditions on his or her retirement date:

- The unvested award has been held by the grantee for at least six months;
- The grantee is age 55 or older; and
- The grantee has worked for us or one of our predecessors for at least 10 years.

Mr. Brinkworth and Mr. Abel are our only named executive officers to whom this retirement provision applied at the end of fiscal 2017.

Outstanding Awards under the 2009 RUP

At its November 14, 2016 meeting, in order to continue to further align the interests of our named executive officers with those of our Unitholders, the Committee approved a grant of restricted units to each of our named executive officers. In determining these fiscal 2017 awards for our named executive officers, the Committee relied upon information provided by the Mercer database to conclude that these awards were necessary to remediate shortfalls

perceived by the Committee in the cash compensation opportunities provided by Suburban to these executives, as well as in recognition of their individual achievements throughout fiscal 2016. The Committee uses 2009 RUP awards to satisfy a perceived need to balance cash compensation with equity (or non-cash) compensation, and to encourage our named executive officers, and other key employees, to have an equity stake in Suburban, thereby further aligning the economic interests of our named executive officers with the economic interests of our Unitholders.

The following table summarizes the 2009 RUP awards granted to our named executive officers at the Committee's November 14, 2016 meeting:

Name	Grant Date	Quantity
Michael A. Stivala	November 15, 2016	31,864
Michael A. Kuglin	November 15, 2016	20,075
Steven C. Boyd	November 15, 2016	15,932
Douglas T. Brinkworth	November 15, 2016	15,932
Paul Abel	November 15, 2016	15,932

The aggregate grant date fair values of 2009 RUP awards made during fiscal 2017, fiscal 2016 and fiscal 2015, computed in accordance with accounting principles generally accepted in the United States of America, are reported in the column titled "Unit Awards" in the Summary Compensation Table below.

At its October 24, 2017 meeting, the Committee granted the following 2009 RUP awards to our named executive officers:

Name	Grant Date	Quantity
Michael A. Stivala	November 15, 2017	38,767
Michael A. Kuglin	November 15, 2017	26,168
Steven C. Boyd	November 15, 2017	26,168
Douglas T. Brinkworth	November 15, 2017	25,199
Paul Abel	November 15, 2017	23,260

The Committee granted these awards in order to further align the economic interests of named executive officers with the economic interests of our Common Unitholders.

At the Meeting, our Unitholders will be asked to approve a new 2018 Restricted Unit Plan, with provisions substantially similar to the 2009 RUP, authorizing the issuance of up to 1,800,000 Common Units pursuant to awards granted under this Plan. See Proposal No. 3 – "Approval of the 2018 Restricted Unit Plan, Authorizing the Issuance of up to 1,800,000 Common Units Pursuant to Awards Granted Under the Plan" below.

Distribution Equivalent Rights Plan

At the beginning of fiscal 2017, the Committee engaged the services of WTW to evaluate the merits of establishing a Distribution Equivalent Rights Plan (the "DER Plan") as a new component of executive compensation. The data provided by WTW suggested that the proposed DER Plan would be aligned with industry norms (77% of other

publicly traded partnerships and 92% of a sample of broader energy/utility companies provide such plans to their executives in one form or another). The Committee adopted the DER Plan on January 17, 2017 because the cash compensation resulting from the DER Plan would help, in certain instances, to lessen the gap between the total compensation paid to some of our named executive officers and the benchmark compensation data. Additionally, the Committee believes that the new DER Plan will provide our named executive officers with a reasonable balance between performance-based and non-performance based cash opportunities and will assist our named executive officers to obtain funds to settle the taxes on equity based compensation (i.e., taxes generated when restricted units vest). Most importantly, the Committee believes that this form of compensation further aligns the interests of our named executive officers with the interests of our Unitholders because it provides an incentive for the types of behaviors that lead to distribution sustainability and growth.

Our named executive officers (as defined in the DER Plan) are eligible for a distribution equivalent right, which we refer to as a “DER,” award under the DER Plan at the discretion of the Committee. Once awarded, a DER entitles the

grantee to a cash payment each time our Board of Supervisors declares a cash distribution on our Common Units, which cash payment is equal to the amount calculated by multiplying (A) the number of unvested restricted units that have been previously awarded to the grantee under any of our restricted unit plans and which are held by the grantee on the record date of the distribution, by (B) the amount of the declared distribution per Common Unit. The form of award agreement under the DER Plan expressly provides that the Committee retains the right to cancel, in whole or in part, any DER after its award, with or without cause. DERs also automatically terminate on the first to occur of: (a) the termination of the grantee's employment with us or our subsidiary (except for those situations when such termination does not result in the forfeiture of the unvested restricted units then held by the grantee), (b) the vesting, termination or forfeiture of all unvested restricted units then held by the grantee, or (c) the grantee becoming employed by us or our subsidiary in a role other than as a named executive officer. Pursuant to the terms of the DER Plan, DERs, and cash payments thereunder, are considered to be "incentive compensation" for purposes of our incentive compensation recoupment policy described above.

At its January 17, 2017 meeting, the Committee granted DERs under the DER Plan to all of our named executive officers. The following table summarizes the DER payments made to our named executive officers during fiscal 2017:

Name	Payment Amount
Michael A. Stivala	\$135,570
Michael A. Kuglin	\$80,571
Steven C. Boyd	\$72,749
Douglas T. Brinkworth	\$72,749
Paul Abel	\$69,542

The DER Plan payments made to our named executive officers during fiscal 2017 are reported in the column titled "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table below.

Benefits and Perquisites

Pension Plan

We sponsor a noncontributory defined benefit pension plan that was originally designed to cover all of our eligible employees who met certain criteria relative to age and length of service. Effective January 1, 1998, we amended the plan in order to provide for a cash balance format rather than the final average pay format that was in effect prior to January 1, 1998 (the "Cash Balance Plan"). The cash balance format is designed to evenly spread the growth of a participant's earned retirement benefit throughout his or her career rather than the final average pay format, under which a greater portion of a participant's benefits were earned toward the latter stages of his or her career. Effective January 1, 2000, we amended the Cash Balance Plan to limit participation in this plan to existing participants and no longer admit new participants to the plan. On January 1, 2003, we amended the Cash Balance Plan to cease future service and pay-based credits on behalf of the participants and, from that point on, participants' benefits have increased only because of interest credits. Effective June 1, 2017, we amended the Cash Balance Plan to provide eligible terminated vested participants with a limited-time opportunity, which expired in August 2017, to elect immediate distribution of their benefits in the form of a single lump sum. Of our named executive officers, only Mr. Boyd and Mr. Brinkworth participate in the Cash Balance Plan.

The changes in the actuarial value relative to Mr. Boyd's and Mr. Brinkworth's participation in the Cash Balance Plan during fiscal 2017, fiscal 2016 and fiscal 2015 are reported in the column titled "Change in Pension Value and Nonqualified Deferred Compensation Earnings" in the Summary Compensation Table below.

Deferred Compensation

All employees, including the named executive officers, who satisfy certain service requirements, are eligible to participate in our IRC Section 401(k) Plan, which we refer to as the "401(k) Plan," in which participants may defer a portion of their eligible cash compensation up to the limits established by law. We offer the 401(k) Plan to attract and retain talented employees by providing them with a tax-advantaged opportunity to save for retirement.

For fiscal 2017, all of our named executive officers participated in the 401(k) Plan. The benefits provided to our named executive officers under the 401(k) Plan are provided on the same basis as to Suburban's other exempt

employees. Amounts deferred by our named executive officers under the 401(k) Plan during fiscal 2017, fiscal 2016 and fiscal 2015 are included in the column titled “Salary” in the Summary Compensation Table below.

Prior to fiscal 2017, if certain performance criteria shown below were met, we would match our employee-participants’ contributions up to 6% of their base salary up to the maximum compensation limit of \$265,000 for calendar years 2016 and 2015, at a rate determined based on the performance-based scale that follows:

If We Meet This Percentage of Budgeted EBITDA (a)	The Participating Employee Will Receive this Matching Contribution for the Year
115% or higher	100%
100% to 114%	50%
90% to 99%	25%
Less than 90%	0%

(a) For purposes of the 401(k) Plan, the definition of the term “Budgeted EBITDA” is identical to that of “Budgeted EBITDA” discussed under the heading title “Annual Cash Bonus Plan” above.

During fiscal 2016, Actual Adjusted EBITDA (as discussed under the heading titled “Annual Cash Bonus Plan” above), when applied to the 401(k) Plan, was such that matching contributions were not earned; however, the Committee exercised its discretionary authority under the Plan to provide participants, including our named executive officers, with matching contributions equal to 25% of their calendar year 2016 contributions that did not exceed 6% of their total base pay, up to a maximum annual compensation limit of \$265,000 for 2016. During fiscal 2015, Actual Adjusted EBITDA, when applied to the 401(k) Plan, was such that participants earned matching contributions equal to 25% of their calendar year 2015 contributions that did not exceed 6% of their total base pay, up to a maximum compensation limit of \$265,000 for 2015.

On January 18, 2017, our Board of Supervisors approved an amendment to the 401(k) Plan, effective for fiscal year 2017 and all subsequent years, that provides a match of \$0.50 for every dollar contributed up to 6% of each participant’s total base pay, up to a maximum compensation limit of \$270,000 for calendar year 2017. If, however, Actual Adjusted EBITDA is 115% or more than Budgeted EBITDA, each participant will receive a match of \$1 for every dollar contributed up to 6% of each participant’s total base pay, up to a maximum compensation limit of \$270,000 for calendar year 2017. The Board approved this amendment in order to make the compensation programs we offer to our employees more competitive. For fiscal 2017, the performance conditions that provide for more than the \$0.50 match were not met.

The matching contributions made on behalf of our named executive officers for fiscal 2017, fiscal 2016, and fiscal 2015 are reported in the column titled “All Other Compensation” in the Summary Compensation Table below.

Other Benefits

Each named executive officer is eligible to participate in all of our other employee benefit plans, such as the medical, dental, group life insurance and disability plans, on the same basis as other exempt employees. These benefit plans are offered to attract and retain talented employees by providing them with competitive benefits.

There are no post-termination or other special rights provided to any named executive officer to participate in these benefit programs other than the right to participate in such plans for a fixed period of time following termination of

employment, on the same basis as is provided to other exempt employees, as required by law.

The costs of all such benefits incurred on behalf of our named executive officers in fiscal 2017, fiscal 2016 and fiscal 2015 are reported in the column titled “All Other Compensation” in the Summary Compensation Table below.

Perquisites

Perquisites represent a minor component of our executive officers’ compensation. Each of the named executive officers is eligible for tax preparation services, a company-provided vehicle, and an annual physical.

The following table summarizes both the value and the utilization of these perquisites by the named executive officers

33

in fiscal 2017.

Name	Employer		
	Tax Preparation	Vehicle	Physical
Michael A. Stivala	\$ —	\$ 16,561	\$ 2,950
Michael A. Kuglin	\$ —	\$ 12,072	\$ 2,950
Steven C. Boyd	\$ 3,500	\$ 7,596	\$ —
Douglas T. Brinkworth	\$ 3,500	\$ 13,580	\$ 2,950
Paul Abel	\$ —	\$ 19,962	\$ 2,950

Perquisite-related costs for fiscal 2017, fiscal 2016 and fiscal 2015 are reported in the column titled “All Other Compensation” in the Summary Compensation Table below.

Severance Benefits

We believe that, in most cases, employees should be paid reasonable severance benefits. Therefore, it is our general policy to provide named executive officers who are terminated by us without cause or who choose to terminate their employment with us for good reason with a severance payment equal to, at a minimum, one year’s base salary, unless circumstances dictate otherwise. This policy was adopted because it may be difficult for former named executive officers to find comparable employment within a short period of time. However, depending upon individual facts and circumstances, particularly the severed employee’s tenure with us and the employee’s level, we may make exceptions to this general policy.

Change of Control

Our executive officers and other key employees have built Suburban into the successful enterprise that it is today; therefore, we believe that it is important to protect them in the event of a change of control. Further, it is our belief that the interests of our Unitholders will be best served if the interests of our executive officers are aligned with them, and that providing change of control benefits should eliminate, or at least reduce, the reluctance of our executive officers to pursue potential change of control transactions that may be in the best interests of our Unitholders. Additionally, we believe that the severance benefits provided to our executive officers and to our key employees are consistent with market practice and appropriate both because these benefits are an inducement to accepting employment and because the executive officers are subject to non-competition and non-solicitation covenants for a period following termination of employment. Therefore, our executive officers and other key employees are provided with severance protection following a change of control, which we refer to as the “Severance Protection Plan.” During fiscal 2017, our Severance Protection Plan covered all of our executive officers, including our named executive officers.

The Severance Protection Plan provides for severance payments of either 65 or 78 weeks of base salary and target cash bonuses for such officers and key employees if within one year following a change of control their employment is terminated by us or our successor or they resign for Good Reason (as defined in the Severance Protection Plan). All of our named executive officers are eligible for 78 weeks of base salary and target bonuses. The cash components of any change of control benefits are paid in a lump sum.

In addition, upon a change of control, without regard to whether a participant's employment is terminated, all unvested awards granted under the 2009 RUP (and if approved by our Unitholders at the Meeting, under the new 2018 Restricted Unit Plan) will vest immediately and become distributable to the participants. Also, without regard to whether a participant's employment is terminated, all outstanding, unvested LTIP awards will vest immediately as if the three-year measurement period for each outstanding award concluded on the date the change of control occurred. Under the provisions of the LTIP document, an amount equal to the cash value of 150% of a participant's unvested LTIP units, plus a sum equal to 150% of a participant's unvested LTIP units multiplied by an amount equal to the cumulative, per-Common Unit distribution from the beginning of an unvested award's three-year measurement period through the date on which a change of control occurred, would become payable to the participants.

For purposes of these benefits, a change of control is deemed to occur, in general, if:

- An acquisition of our Common Units or voting equity interests by any person immediately after which such person beneficially owns more than 30% of the combined voting power of our then outstanding

34

Common Units, unless such acquisition was made by (a) us or our subsidiaries, or any employee benefit plan maintained by us or any of our subsidiaries, or (b) any person in a transaction where (A) the existing holders prior to the transaction own at least 50% of the voting power of the entity surviving the transaction and (B) none of the Unitholders other than us, our subsidiaries, any employee benefit plan maintained by us, our subsidiaries, or the surviving entity, or the existing beneficial owner of more than 25% of the outstanding Common Units owns more than 25% of the combined voting power of the surviving entity, which transaction we refer to as a “Non-Control Transaction”;

or

•The consummation of (a) a merger, consolidation or reorganization involving us other than a Non-Control Transaction; (b) our complete liquidation or dissolution; or (c) the sale or other disposition of 40% or more of the gross fair market value of all of our assets to any person (other than a transfer to a subsidiary).

For additional information pertaining to severance payable to our named executive officers following a change of control-related termination, see the tables titled “Potential Payments Upon Termination” below.

Impact of Accounting and Tax Treatments of Executive Compensation

As we are a partnership and not a corporation for federal income tax purposes, we are not subject to the limitations of IRC Section 162(m) with respect to tax deductible executive compensation. Accordingly, none of the compensation paid to our named executive officers is subject to a limitation as to tax deductibility. Although recent tax reform legislation under the Tax Cuts and Jobs Act made certain changes to IRC Section 162(m) for tax years beginning on or after January 1, 2018, the limitations of IRC Section 162(m) will continue not to apply to us. However, if such tax laws related to executive compensation change in the future, the Committee will consider the implication of such changes to us.

Although it is our practice to comply with the statutory and regulatory provisions of IRC Section 409A, the Suburban Propane, L.P. Severance Protection Plan for Key Employees, which we refer to as the “Severance Protection Plan,” provides that if any payment under the Severance Protection Plan subjects a participant to the 20% additional tax under IRC Section 409A, the payment will be grossed up to permit such participant to retain a net amount on an after-tax basis equal to what he or she would have received had the additional tax not been payable.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed with management this Compensation Discussion and Analysis. Based on its review and discussions with management, the Committee recommended to the Board of Supervisors that this Compensation Discussion and Analysis be included in this Proxy Statement.

The Compensation Committee:

Matthew J. Chanin, Chairman

Harold R. Logan, Jr.

John Hoyt Stookey

36

ADDITIONAL INFORMATION REGARDING EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain information concerning the compensation of each named executive officer during the fiscal years ended September 30, 2017, September 24, 2016 and September 26, 2015:

Name (a)	Year (b)	Salary (1) (c)	Bonus (2) (d)	Unit Awards (3) (e)	Non-Equity Incentive Plan Compensation (6) (g)	Change in	Earnings (5) (h)	All Other Compensation (7) (i)	Total (j)
						Pension Value and Nonqualified Deferred Compensation			
Michael A. Stivala President and Chief Executive Officer	2017	\$500,000	\$150,000	\$995,193	\$135,570	\$—	\$51,594	\$1,832,357	
	2016	\$500,000	\$—	\$756,967	\$—	\$—	\$45,917	\$1,302,884	
	2015	\$425,000	\$—	\$263,241	\$382,500	\$—	\$43,527	\$1,114,268	
Michael A. Kuglin Chief Financial Officer and Chief Accounting Officer	2017	\$330,000	\$79,200	\$593,272	\$80,571	\$—	\$44,924	\$1,127,967	
	2016	\$310,000	\$—	\$368,556	\$—	\$—	\$40,282	\$718,838	
	2015	\$275,000	\$—	\$127,751	\$185,625	\$—	\$36,841	\$625,217	
Steven C. Boyd Chief Operating Officer	2017	\$330,000	\$79,200	\$506,849	\$72,749	\$1,742	\$42,384	\$1,032,924	
	2016	\$330,000	\$—	\$378,974	\$—	\$39,339	\$38,471	\$786,784	
	2015	\$315,000	\$—	\$156,083	\$226,800	\$5,787	\$36,437	\$740,107	
Douglas T. Brinkworth Senior Vice President - Product Supply, Purchasing and Logistics	2017	\$310,000	\$74,400	\$496,272	\$72,749	\$1,791	\$51,048	\$1,006,260	
	2016	\$310,000	\$—	\$368,556	\$—	\$22,394	\$43,349	\$744,299	
	2015	\$300,000	\$—	\$148,622	\$216,000	\$3,643	\$42,215	\$710,480	
Paul Abel Senior Vice President, General	2017	\$300,000	\$67,500	\$481,076	\$69,542	\$—	\$41,042	\$959,160	
	2016	\$300,000	\$—	\$353,584	\$—	\$—	\$31,934	\$685,518	
	2015	\$290,000	\$—	\$134,684	\$195,750	\$—	\$29,518	\$649,952	

Counsel and
Secretary

- (1) Includes amounts deferred by named executive officers as contributions to the 401(k) Plan. For more information on the relationship between salaries and other cash compensation (i.e., annual cash bonuses, LTIP awards, and DER Plan payments), refer to the subheading titled “Components of Compensation” in the “Compensation Discussion and Analysis” above.
- (2) This column is reserved for discretionary cash bonuses that are not based on any performance criteria. For fiscal 2017, the Committee provided each of our named executive officers with discretionary bonus payments equal to 30% of their respective cash bonus targets in recognition of the operational and financial achievements in fiscal 2017 compared to the prior year. During fiscal years 2016 and 2015, we did not provide our named executive officers with non-performance related bonus payments. For more information, refer to the subheading titled “Annual Cash Bonus Plan” in the “Compensation Discussion and Analysis” above.
- (3) The amounts reported in this column represent the aggregate grant date fair value, computed in accordance with ASC Topic 718, of 2009 RUP awards made during fiscal years 2017, 2016 and 2015, as well as the aggregate grant date fair value of awards made in fiscal years 2017, 2016, and 2015 under the LTIP, based on the target outcome with respect to satisfaction of the performance conditions. These amounts were calculated in accordance with GAAP for financial reporting purposes based on the assumptions described in Note 9 of the Notes to Consolidated Financial Statements included in this Annual Report, but disregarding estimates of forfeiture. For the LTIP awards granted in fiscal 2017, assuming the highest level of performance conditions were achieved, the amounts for Messrs. Stivala, Kuglin, Boyd, Brinkworth, and Abel would be \$495,755, \$261,756, \$261,756, \$245,891, and \$223,097, respectively. The specific details regarding these plans are provided in the preceding “Compensation Discussion and Analysis” under the subheadings “2009 Restricted Unit Plan” and “Long-Term Incentive Plan.” The breakdown for each plan with respect to each named executive officer is as follows:

Plan Name	Mr. Stivala	Mr. Kuglin	Mr. Boyd	Mr. Brinkworth	Mr. Abel
2017					
2009 RUP	\$664,690	\$418,768	\$332,345	\$332,345	\$332,345
LTIP	330,503	174,504	174,504	163,927	148,731
Total	\$995,193	\$593,272	\$506,849	\$496,272	\$481,076
2016					
2009 RUP	\$431,405	\$207,079	\$207,079	\$207,079	\$207,079
LTIP	325,562	161,477	171,895	161,477	146,505
Total	\$756,967	\$368,556	\$378,974	\$368,556	\$353,584
2015					
2009 RUP	\$—	\$—	\$—	\$—	\$—
LTIP	263,241	127,751	156,083	148,622	134,684
Total	\$263,241	\$127,751	\$156,083	\$148,622	\$134,684

- (4) For fiscal 2017, the amounts reported in this column represent each named executive officer's DER Plan payments received during fiscal 2017. The DER Plan is discussed under the subheading "Distribution Equivalent Rights Plan" in the "Compensation Discussion and Analysis." Because the performance measures of the annual cash bonus plan were not met during fiscal 2017 and fiscal 2016, earnings under the provisions of this plan are reported only for fiscal 2015. For more information regarding the performance measures of the annual cash bonus plan, please refer to the subheading titled "Annual Cash Bonus Plan" in the "Compensation Discussion and Analysis."
- (5) Mr. Stivala, Mr. Kuglin and Mr. Abel do not participate in the Cash Balance Plan.
- (6) The amounts reported in this column consist of the following:

Fiscal 2017

Type of Compensation	Mr. Stivala	Mr. Kuglin	Mr. Boyd	Mr. Brinkworth	Mr. Abel
401(k) Match	\$8,100	\$8,100	\$8,100	\$ 8,100	\$8,100
Value of Annual Physical Examination	2,950	2,950	—	2,950	2,950
Value of Suburban Provided Vehicles	16,561	12,072	7,596	13,580	19,962
Tax Preparation Services	—	—	3,500	3,500	—
Cash Balance Plan Administrative Fees	—	—	1,500	1,500	—
Insurance Premiums	23,983	21,802	21,688	21,418	10,030
Total	\$51,594	\$44,924	\$42,384	\$ 51,048	\$41,042

Fiscal 2016

Type of Compensation	Mr. Stivala	Mr. Kuglin	Mr. Boyd	Mr. Brinkworth	Mr. Abel
401(k) Match	\$4,500	\$4,500	\$4,500	\$ 4,500	\$4,500
Value of Annual Physical Examination	2,950	2,950	—	1,600	1,600
Value of Suburban Provided Vehicles	15,234	12,046	7,609	11,157	15,640
Tax Preparation Services	—	—	3,500	3,500	—
Cash Balance Plan Administrative Fees	—	—	1,500	1,500	—
Insurance Premiums	23,233	20,786	21,362	21,092	10,194
Total	\$45,917	\$40,282	\$38,471	\$ 43,349	\$31,934

Fiscal 2015

Type of Compensation	Mr. Stivala	Mr. Kuglin	Mr. Boyd	Mr. Brinkworth	Mr. Abel
401(k) Match	\$4,500	\$4,125	\$4,500	\$ 4,500	\$4,350
Value of Annual Physical Examination	1,600	1,600	—	1,600	1,600
Value of Suburban Provided Vehicles	17,516	13,033	8,004	11,305	14,504
Tax Preparation Services	—	—	3,500	4,500	—
Cash Balance Plan Administrative Fees	—	—	1,500	1,500	—
Insurance Premiums	19,911	18,083	18,933	18,810	9,064
Total	\$43,527	\$36,841	\$36,437	\$ 42,215	\$29,518

Note: Column (f) was omitted from the Summary Compensation Table because we do not grant options to our employees.

Grants of Plan Based Awards Table for Fiscal 2017

The following table sets forth certain information concerning grants of awards made to each named executive officer during the fiscal year ended September 30, 2017:

Name	Plan	Grant Date	Approval Date	LTIP	Estimated Future	Estimated Future	All Other stock Awards: Grant	Number of Shares of Stock or	Date Fair Value of Stock and Option Awards (l)
				Units Underlying Equity Incentive Plan Awards (f)	Payments Under Non-Equity Incentive Plan Awards (g)	Payments Under Equity Incentive Plan Awards (h)			
Michael A. Civala	2009 RUP (1)	Nov 15 16	14 Nov 16					31,864	\$664,690
	Bonus (2)	Sep 16 25	14 Nov 16		\$500,000	\$600,000			
	LTIP (3)	Sep 16 17	14 Nov 16	7,559			\$330,503	\$495,755	
	DER (4)	Jan 17	17 Jan 17		\$135,570				
Michael A. Muglin	2009 RUP (1)	Nov 15 16	14 Nov 16					20,075	\$418,760
	Bonus (2)	Sep 16 25	14 Nov 16		\$264,000	\$316,800			
	LTIP (3)	Sep 16 17	14 Nov 16	3,991			\$174,504	\$261,756	
	DER (4)	Jan 17	17 Jan 17		\$80,571				
Steven C. Loyd	2009 RUP (1)	Nov 15 16	14 Nov 16					15,932	\$332,345
	Bonus (2)				\$264,000	\$316,800			

		25	14 Nov			
		Sep	16			
		16				
		25				
		Sep	14 Nov	3,991		
	LTIP (3)	16	16		\$174,504	\$261,756
		17				
		Jan				
	DER (4)	17	17 Jan 17	\$72,749		
		15				
		Nov	14 Nov			
Douglas T. Brinkworth	2009 RUP (1)	16	16			15,932 \$332,344
		25				
		Sep	14 Nov			
	Bonus (2)	16	16	\$248,000	\$297,600	
		25				
		Sep	14 Nov	3,749		
	LTIP (3)	16	16		\$163,927	\$245,891
		17				
		Jan				
	DER (4)	17	17 Jan 17	\$72,749		
		15				
		Nov	14 Nov			
Paul Abel	2009 RUP (1)	16	16			15,932 \$332,344
		25				
		Sep	14 Nov			
	Bonus (2)	16	16	\$225,000	\$270,000	
		25				
		Sep	14 Nov	3,402		
	LTIP (3)	16	16		\$148,731	\$223,097
		17				
		Jan				
	DER (4)	17	17 Jan 17	\$69,542		

(1) The quantity reported on this line represents an award granted under the 2009 RUP. RUP awards granted subsequent to fiscal 2013 vest as follows: one third of the award on the first anniversary of the grant date, one third of the award on the second anniversary of the grant date, and one third of the award on the third anniversary of the grant date (subject in each case to continued service through each such date). If a recipient has held an unvested award for at least six months, is 55 years or older, and has worked for Suburban for at least ten years, an award held by such participant will vest six months and one day following such participant's retirement if the participant retires prior to the conclusion of the normal vesting schedule, unless the Committee exercises its authority to alter the applicability of the plan's retirement provisions in regard to a particular award. Mr. Brinkworth and Mr. Abel are the only named executive officers who satisfy the retirement eligibility criteria of the 2009 RUP. A discussion of the general terms of the 2009 RUP, and the facts and circumstances considered by the Committee in authorizing these fiscal 2017 awards to our named executive officers, is included in the "Compensation Discussion and Analysis" under the subheading "2009 Restricted Unit Plan."

(2) Amounts reported on these lines are the targeted and maximum annual cash bonus compensation potential for each named executive officer under the annual cash bonus plan as described in the "Compensation Discussion and

Analysis” under the subheading “Annual Cash Bonus Plan.” Actual amounts earned by the named executive officers for fiscal 2017 were equal to 0% of the “Target” amounts reported on this line. Column (c) (“Threshold \$”) was omitted because the annual cash bonus plan does not provide for a guaranteed minimum cash payment. Because 0% of the “Target” awards were earned by our named executive officers during fiscal 2017, 0% of the “Target” amounts reported under column (d) have been reported in the Summary Compensation Table above.

- (3) The LTIP is a phantom unit plan. Payments, if earned, are based on a combination of (i) the fair market value of our Common Units at the end of a three-year measurement period, which, for purposes of the LTIP, is the average of the closing prices for the twenty business days preceding the conclusion of the three-year measurement period, and (ii) cash equal to the distributions that would have inured to the same quantity of outstanding Common Units during the same three-year measurement period. The fiscal 2017 award “Target” and “Maximum” amounts are estimates based upon (i) the fair market value (the average of the closing prices of our Common Units for the twenty business days preceding September 24, 2016) of our Common Units at the beginning of fiscal 2017, and (ii) the estimated distributions over the course

of the award's three-year measurement period at the then current annualized distribution rate of \$3.55 per Common Unit. Column (f) ("Threshold") was omitted because the LTIP does not provide for a guaranteed minimum cash payment. The "Target" amount represents a hypothetical payment at 100% of target and the "Maximum" amount represents a hypothetical payment at 150% of target. Detailed descriptions of the plan and the calculation of awards are included in the "Compensation Discussion and Analysis" under the subheading "Long-Term Incentive Plan."

(4) Amounts reported on these lines represent DER Plan payments made during the fiscal year. Detailed descriptions of the DER Plan and the calculation of the payments are included in the "Compensation Discussion and Analysis" under the subheading "Distribution Equivalent Rights Plan."

(5) This column is frequently used when non-equity incentive plan awards are denominated in units; however, in this case, the numbers reported represent the LTIP phantom units each named executive officer was awarded under the LTIP during fiscal 2017. The amounts in the "Estimated Future Payments Under Equity Incentive Plan Awards" column were based on the probable outcome with respect to satisfaction of the performance conditions and calculated in accordance with GAAP for financial reporting purposes based on the assumptions described in Note 9 of the Notes to Consolidated Financial Statements included in this Annual Report, but disregarding estimates of forfeiture.

(6) The dollar amounts reported in this column represent the aggregate fair value of the 2009 RUP awards on the grant date, based on the assumptions described in Note 9 of the Notes to Consolidated Financial Statements included in this Annual Report, but disregarding estimates of forfeiture. The fair value shown may not be indicative of the value realized in the future upon vesting because of the variability in the trading price of our Common Units.

Note: Columns (j) and (k) were omitted from the Grants of Plan Based Awards Table because we do not award options to our employees.

Outstanding Equity Awards at Fiscal Year End 2017 Table

The following table sets forth certain information concerning outstanding equity awards under our 2009 RUP and LTIP unit awards under our LTIP for each named executive officer as of September 30, 2017:

Stock Awards Name	Number of Shares or Units of Stock That Have Not Vested (6)	Market Value of Shares or Units of Stock That Have Not Vested (7)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units
----------------------	---	---	--	--

	Have Not	or Other		
	Vested (8)	Rights		
	That			
		Have Not		
		Vested (9)		
(a)	(g)	(h)	(i)	(j)
Michael A. Stivala (1)	48,264	\$ 1,271,515	14,654	\$ 520,251
Michael A. Kuglin (2)	28,934	\$ 762,266	7,510	\$ 266,488
Steven C. Boyd (3)	25,996	\$ 684,865	7,737	\$ 274,681
Douglas T. Brinkworth (4)	25,996	\$ 684,865	7,268	\$ 258,032
Paul Abel (5)	24,791	\$ 653,119	6,595	\$ 234,138

(1) Mr. Stivala's 2009 RUP awards will vest as follows:

	November	November	November
Vesting Date	15, 2017	15, 2018	15, 2019
Quantity of Units	20,931	16,713	10,620

(2) Mr. Kuglin's 2009 RUP awards will vest as follows:

	November	November	November
Vesting Date	15, 2017	15, 2018	15, 2019
Quantity of Units	12,628	9,615	6,691

(3) Mr. Boyd's 2009 RUP awards will vest as follows:

	November	November	November
Vesting Date	15, 2017	15, 2018	15, 2019
Quantity of Units	12,452	8,234	5,310

(4) Mr. Brinkworth's 2009 RUP awards will vest as follows:

	November	November	November
Vesting Date	15, 2017	15, 2018	15, 2019
Quantity of Units	12,452	8,234	5,310

(5) Mr. Abel's 2009 RUP awards will vest as follows:

	November	November	November
Vesting Date	15, 2017	15, 2018	15, 2019
Quantity of Units	11,247	8,234	5,310

- (6) The figures reported in this column represent the total quantity of each of our named executive officer's unvested 2009 RUP awards.
- (7) The figures reported in this column represent the figures reported in column (g) multiplied by the average of the highest and the lowest trading prices of our Common Units on September 29, 2017, the last trading day of fiscal 2017.
- (8) The amounts reported in this column represent the quantities of phantom units that underlie the outstanding and unvested fiscal 2017 and fiscal 2016 awards under the LTIP. Payments, if earned, will be made to participants at the end of a three-year measurement period and will be based upon our distribution coverage ratio for the three-year measurement period. For more information on the LTIP, refer to the subheading "Long-Term Incentive Plan" in the "Compensation Discussion and Analysis."
- (9) The amounts reported in this column represent the estimated future target payouts of the fiscal 2017 and fiscal 2016 awards granted under the LTIP. These amounts were computed by multiplying the quantities of the unvested phantom units in column (i) by the average of the closing prices of our Common Units for the twenty business days preceding September 30, 2017 (in accordance with the LTIP's valuation methodology), and by adding to the product of that calculation the product of each year's underlying phantom units times the sum of the distributions that are estimated to inure to an outstanding Common Unit during each award's three-year measurement period. Because of the variability of the trading prices of our Common Units, actual payments, if any, at the end of the three-year measurement period may differ. The following chart provides a breakdown of each year's awards:

	Mr. Stivala	Mr. Kuglin	Mr. Boyd	Mr. Brinkworth	Mr. Abel
Fiscal 2017 Phantom Units	7,559	3,991	3,991	3,749	3,402
Value of Fiscal 2017 Phantom Units	\$201,035	\$106,143	\$106,143	\$99,707	\$90,478
Estimated Distributions over Measurement					
Period	\$63,118	\$33,324	\$33,324	\$31,304	\$28,407
Fiscal 2016 Phantom Units	7,095	3,519	3,746	3,519	3,193
Value of Fiscal 2016 Phantom Units	\$188,695	\$93,590	\$99,627	\$93,590	\$84,919

Estimated Distributions over Measurement

Period	\$67,403	\$33,431	\$35,587	\$ 33,431	\$30,334
--------	----------	----------	----------	-----------	----------

Note: Columns (b), (c), (d), (e) and (f), all of which are for the reporting of option-related compensation, have been omitted from the “Outstanding Equity Awards At Fiscal Year End 2017 Table” because we do not grant options to our employees.

Equity Vested Table for Fiscal 2017

Awards under the 2009 RUP are settled in Common Units upon vesting. Awards under the LTIP, a phantom unit plan, are settled in cash. The following two tables set forth certain information concerning the vesting of awards under our 2009 RUP and the vesting of the fiscal 2015 award under our LTIP for each named executive officer during the fiscal year ended September 30, 2017:

2009 Restricted Unit Plan		
Name	Unit Awards	
	Number of	
Name	Common Units	
	Value	
Name	Acquired	Realized
	on	on
Name	Vesting	Vesting (1)
Michael A. Stivala	21,116	\$ 586,875
Michael A. Kuglin	11,952	\$ 332,727
Steven C. Boyd	13,968	\$ 389,548
Douglas T. Brinkworth	13,968	\$ 389,548
Paul Abel	12,304	\$ 342,648

(1) The value realized is equal to the average of the high and low trading prices of our Common Units on the vesting date, multiplied by the number of units that vested.

Long-Term Incentive Plan - Fiscal 2015 (2)		
Name	Cash Awards	
	Number of	
Name	Phantom Units	
	Value Realized	
Name	Cashed	on
	Out on	on
Name	Vesting (3)	Vesting (4)
Michael A. Stivala	4,770	\$ —
Michael A. Kuglin	2,315	\$ —
Steven C. Boyd	2,828	\$ —
Douglas T. Brinkworth	2,694	\$ —
Paul Abel	2,441	\$ —

- (2) The fiscal 2015 award's three-year measurement period concluded on September 30, 2017.
- (3) In accordance with the formula described in the "Compensation Discussion and Analysis" under the subheading "Long-Term Incentive Plan," these quantities were calculated at the beginning of the three-year measurement period and were based upon each individual's salary and target cash bonus at that time.
- (4) The value (i.e., cash payment) realized was calculated in accordance with the terms and conditions of the LTIP. For more information, refer to the subheading "Long-Term Incentive Plan" in the "Compensation Discussion and Analysis."

42

Retirement Benefits Table for Fiscal 2017

The following table sets forth certain information concerning each plan that provides for payments or other benefits at, following, or in connection with retirement for each named executive officer as of the end of the fiscal year ended September 30, 2017:

Name	Plan Name	Service Years	Number of Present Years Credited	Value of Accumulated Benefit	Payments During Last Fiscal Year
Michael A. Stivala (1)	N/A	N/A		\$ —	\$ —
Michael A. Kuglin (1)	N/A	N/A		\$ —	\$ —
Steven C. Boyd	Cash Balance Plan (2)	15		\$ 245,697	\$ —
Douglas T. Brinkworth	Cash Balance Plan (2)	6		\$ 152,369	\$ —
	LTIP (3)	N/A		\$ 258,032	\$ —
	2009 RUP (4)	N/A		\$ 684,865	\$ —
Paul Abel (1)	N/A	N/A		\$ —	\$ —
	LTIP (3)	N/A		\$ 234,138	\$ —
	2009 RUP (4)	N/A		\$ 653,119	\$ —

- (1) Because Mr. Stivala, Mr. Kuglin, and Mr. Abel commenced employment with Suburban after January 1, 2000, the date on which the Cash Balance Plan was closed to new participants, they do not participate in the Cash Balance Plan.
- (2) For more information on the Cash Balance Plan, refer to the subheading “Pension Plan” in the “Compensation Discussion and Analysis.”
- (3) On September 30, 2017, Mr. Brinkworth and Mr. Abel were the only named executive officers who met the retirement criteria of the LTIP. For such participants, outstanding but unvested awards under the LTIP become fully vested. However, payouts on these awards are deferred until the conclusion of each outstanding award’s three-year measurement period, based on the outcome of the distributable cash flow measurement for the 2017 and 2016 awards. The numbers reported on these lines represent the target payout of Mr. Brinkworth’s and Mr. Abel’s outstanding fiscal 2017 and 2016 awards under the LTIP. Because the ultimate payout, if any, is predicated on the trading prices of our Common Units at the end of the three-year measurement period, the value reported is not indicative of the value that could be realized, if any, in the future upon vesting due to the variability in the trading price of our Common Units.
- (4) On September 30, 2017, Mr. Brinkworth and Mr. Abel were the only named executive officers who met the retirement criteria of the 2009 RUP. For more information on this and the retirement provisions, refer to the subheading “2009 Restricted Unit Plan” in the “Compensation Discussion and Analysis.” For participants who meet the retirement criteria, upon retirement, all 2009 RUP awards vest six months and one day after retirement.

Potential Payments Upon Termination

The following table sets forth certain information containing potential payments to the named executive officers in accordance with the provisions of the Severance Protection Plan, the 2009 RUP and the LTIP for the circumstances listed in the table assuming a September 30, 2017 termination date. For more information on severance and change of control payments, refer to the subheadings “Severance Benefits” and “Change of Control” above.

Executive Payments and Benefits Upon Termination	Death	Disability	Involuntary Termination Without Cause by Suburban or by the Executive for Good Reason without a Change of Control Event	Involuntary Termination Without Cause by Suburban or by the Executive for Good Reason with a Change of Control Event
Michael A. Stivala				
Cash Compensation (1) (2) (3) (4)	\$—	\$—	\$ 500,000	\$ 1,500,000
Accelerated Vesting of Fiscal 2017, 2016 and				
2015 LTIP Awards (5)	—	—	—	966,722
Accelerated Vesting of Outstanding 2009 RUP				
Awards (6)	1,271,515	432,058	—	1,271,515
Medical Benefits (3)	—	—	23,983	—
Total	\$1,271,515	\$432,058	\$ 523,983	\$ 3,738,237
Michael A. Kuglin				
Cash Compensation (1) (2) (3) (4)	\$—	\$—	\$ 330,000	\$ 891,000
Accelerated Vesting of Fiscal 2017, 2016 and				
2015 LTIP Awards (5)	—	—	—	487,576
Accelerated Vesting of Outstanding 2009 RUP				
Awards (6)	762,266	233,390	—	762,266
Medical Benefits (3)	—	—	21,802	—

Edgar Filing: SUBURBAN PROPANE PARTNERS LP - Form DEF 14A

Total	\$762,266	\$233,390	\$351,802	\$2,140,842
Steven C. Boyd				
Cash Compensation (1) (2) (3) (4)	\$—	\$—	\$330,000	\$891,000
Accelerated Vesting of Fiscal 2017, 2016 and				
2015 LTIP Awards (5)	—	—	—	527,690
Accelerated Vesting of Outstanding 2009 RUP				
Awards (6)	684,865	265,136	—	684,865
Medical Benefits (3)	—	—	21,688	—
Total	\$684,865	\$265,136	\$351,688	\$2,103,555
Douglas T. Brinkworth				
Cash Compensation (1) (2) (3) (4)	\$—	\$—	\$310,000	\$837,000
Accelerated Vesting of Fiscal 2017, 2016 and				
2015 LTIP Awards (5)	—	—	—	497,793
Accelerated Vesting of Outstanding 2009 RUP				
Awards (6)	684,865	684,865	—	684,865
Medical Benefits (3)	—	—	21,418	—
Total	\$684,865	\$684,865	\$331,418	\$2,019,658
Paul Abel				