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SUSSER HOLDINGS CORP

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WELLSPRING CAPITAL PARTNERS III L P

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 08/02/12

Address	4525 AYERS STREET CORPUS CHRISTI, TX 78415
Telephone	361-884-2463
CIK	0001361709
Symbol	SUSS
Fiscal Year	12/31

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)

Susser Holdings Corporation
(Name of Issuer)

Common Stock, par value $0.01 per share
(Title of Class of Securities)

869233 10 6
(CUSIP Number)

Wellspring Capital Partners III, L.P.
c/o Wellspring Capital Management LLC
Lever House
390 Park Avenue
New York, New York 10022
(212) 318-9800
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 1, 2012
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON **Wellspring Capital Partners III, L.P.**		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☐ (b) ☒
3	SEC USE ONLY		
4	SOURCE OF FUNDS **OO (See Item 3)**		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER **404,451**	
	8	SHARED VOTING POWER **-0-**	
	9	SOLE DISPOSITIVE POWER **404,451**	
	10	SHARED DISPOSITIVE POWER **-0-**	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON **404,451**		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **1.9%**		
14	TYPE OF REPORTING PERSON **PN**		

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON **Stripes Holdings, L.P.**		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☐ (b) ☒
3	SEC USE ONLY		
4	SOURCE OF FUNDS **OO (See Item 3)**		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER **450,431**	
	8	SHARED VOTING POWER **-0-**	
	9	SOLE DISPOSITIVE POWER **450,431**	
	10	SHARED DISPOSITIVE POWER **-0-**	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON **450,431**		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **2.1%**		
14	TYPE OF REPORTING PERSON **PN**		

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON **WCM GenPar III, L.P.**		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☐ (b) ☒
3	SEC USE ONLY		
4	SOURCE OF FUNDS **OO (See Item 3)**		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER **-0-**	
	8	SHARED VOTING POWER **-0-**	
	9	SOLE DISPOSITIVE POWER **-0-**	
	10	SHARED DISPOSITIVE POWER **-0-**	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON **-0-**		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **0%**		
14	TYPE OF REPORTING PERSON **PN**		

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON **WCM GenPar III GP, LLC**		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) ☐ (b) ☒
3	SEC USE ONLY		
4	SOURCE OF FUNDS **OO (See Item 3)**		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER **-0-**	
	8	SHARED VOTING POWER **-0-**	
	9	SOLE DISPOSITIVE POWER **-0-**	
	10	SHARED DISPOSITIVE POWER **-0-**	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON **-0-**		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **0%**		
14	TYPE OF REPORTING PERSON **PN**		

ITEM 1. SECURITY AND ISSUER

This Amendment No. 3 to Schedule 13D (this "Amendment No. 2") amends and supplements the Schedule 13D filed with the SEC on November 2, 2006 (the "Original Schedule 13D"), as amended and supplemented by Amendment No. 1 to Schedule 13D filed with the SEC on July 16, 2012 ("Amendment No. 1"), as amended and supplemented by Amendment No. 2 to Schedule 13D filed with the SEC on July 26, 2012 ("Amendment No. 2") (the Original Schedule 13D as amended and supplemented by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, the "Schedule 13D"), relating to the common stock, par value $0.01 per share (the "Common Stock") of Susser Holdings Corporation (the "Issuer"). The address of the Issuer's principal executive offices is 4525 Ayers Street, Corpus Christi, Texas 78415.

In this Amendment No. 3, the calculations of the percent of outstanding shares of Common Stock owned by each reporting person are based on 20,956,237 shares of Common Stock outstanding as of July 1, 2012, as reported in the Issuer's Prospectus Supplement filed with the SEC on July 18, 2012 (the "Prospectus").

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is amended and supplemented with the following:

WCP III and Stripes LP completed the registered public offering of 750,000 shares of Common Stock of the Issuer, pursuant to the additional purchase option, on August 1, 2012.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is amended and restated in its entirety with the following:

(a) As of August 1, 2012, the Reporting Persons beneficially own the following shares of Common Stock:

i. The responses of WCP III to rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of August 1, 2012, WCP III beneficially owned 404,451 shares of Common Stock, representing approximately 1.9% of the outstanding Common Stock (the outstanding Common Stock, 20,956,237 shares, being based on the number of shares outstanding as of July 1, 2012 as reported in the Issuer's Prospectus.

ii. The responses of Stripes LP to rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of August 1, 2012, Stripes LP beneficially owned 450,431shares of Common Stock, representing approximately 2.1% of the outstanding Common Stock (the outstanding Common Stock, 20,956,237 shares, being based on the number of shares outstanding as of July 1, 2012 as reported in the Issuer's Prospectus.

iii. The responses of WCM GenPar to rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. By virtue of being a general partner of WCP III and Stripes LP, for purposes of this Schedule 13D, WCM GenPar may be deemed to be the beneficial

owner of all of the Common Stock owned of record by WCP III and Stripes LP.

iv. The responses of Ultimate GP to rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. By virtue of being a general partner of WCM GenPar, for purposes of this Schedule 13D, Ultimate GP may be deemed to be the beneficial owner of all of the Common Stock owned of record by WCP III and Stripes LP.

(b) Number of Shares as to which each Reporting Person has:

i. sole power to vote or to direct the vote: see Item 7 on the cover pages to this Schedule 13D;

ii. shared power to vote or to direct the vote: see Item 8 on the cover pages to this Schedule 13D;

iii. sole power to dispose or to direct the disposition: see Item 9 on the cover pages to this Schedule 13D;

iv. Shared power to dispose or to direct the vote: see Item 10 on the cover pages to this Schedule 13D.

(c) On August 1, 2012, the sale of the additional shares pursuant to the additional purchase option of the secondary registered public offering of the Issuer's Common Stock was completed and WCP III sold 404,451 shares of the Issuer's Common Stock and Stripes LP sold 450,431 shares of the Issuer's Common Stock for a combined total of 750,000 shares of Common Stock, with a price to the public of $36.00 per share.

(d) Not applicable.

(e) On August 1, 2012, each of the Reporting Persons ceased to be a beneficial owner of 5% or more of the Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 2, 2012

WELLSPRING CAPITAL PARTNERS III, L.P.

By: WCM GenPar III, L.P., its General Partner

By: WCM GenPar III GP, LLC, its General Partner

By: /s/ William F. Dawson, Jr.
Name: William F. Dawson, Jr.
Title: Authorized Person

STRIPES HOLDINGS, L.P.

By: WCM GenPar III, L.P., its General Partner

By: WCM GenPar III GP, LLC, its General Partner

By: /s/ William F. Dawson, Jr.
Name: William F. Dawson, Jr.
Title: Authorized Person

WCM GENPAR III, L.P.

By: WCM GenPar III GP, LLC, its General Partner

By: /s/ William F. Dawson, Jr.
Name: William F. Dawson, Jr.
Title: Authorized Person

WCM GENPAR III GP, LLC

By: /s/ William F. Dawson, Jr.
Name: William F. Dawson, Jr.
Title: Authorized Person