

CST BRANDS, INC.
Form SC 13D/A
August 29, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)

CST Brands, Inc.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

(CUSIP Number)

12646R105

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 26, 2016

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 12646R105

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

Gabelli Funds, LLC

I.D. No. 13-4044523

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

00-Funds of investment
advisory clients

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of :⁷ Sole voting power

Shares : 1,780,891 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 1,780,891 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

1,780,891 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

2.35%

14 Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

2

CUSIP No. 12646R105

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

GAMCO Asset

Management Inc. I.D. No.
13-4044521

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

00-Funds of investment
advisory clients

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization

New York

Number Of :7 Sole voting power

Shares : 2,460,637 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 2,571,237 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 2,571,237 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)
13 Percent of class represented
by amount in row (11)

3.40%
14 Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

3

CUSIP No. 12646R105

Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)

1 Gabelli Securities, Inc.
 I.D. No.

13-3379374

Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

2

(b)

3

Sec use only

4

Source of funds (SEE
 INSTRUCTIONS)
 00 – Client funds

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 :⁷ Sole voting power

Shares : 163,149 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 163,149 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

163,149 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.22%

14 Type of reporting person
(SEE INSTRUCTIONS)

HC, CO, IA

4

CUSIP No. 12646R105

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

MJG Associates, Inc.

I.D. No. 06-1304269

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
00-Client Funds

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Connecticut

Number Of :7 Sole voting power

Shares : 300 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 300 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 300 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares

13 (SEE INSTRUCTIONS)
Percent of class represented
by amount in row (11)

14 0.00%
Type of reporting person
(SEE INSTRUCTIONS)
CO

5

CUSIP No. 12646R105

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 Gabelli Foundation,
 Inc. I.D. No. 94-2975159
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

2
 (b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 WC

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 NV

Number Of :⁷ Sole voting power

Shares : 14,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 14,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

14,000 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.02%

14 Type of reporting person
(SEE INSTRUCTIONS)
00-Private Foundation

6

CUSIP No. 12646R105

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

G.research, LLC

I.D. No. 13-2885006

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

WC

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization

NY

Number Of :⁷ Sole voting power

Shares : 15,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 15,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

15,000 (Item 5)

12

Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.02%

14 Type of reporting person
(SEE INSTRUCTIONS)

BD

7

CUSIP No. 12646R105

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

GGCP, Inc. I.D. No.
13-3056041

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Wyoming

Number Of :⁷ Sole voting power

Shares : None (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : None (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

8

CUSIP No. 12646R105

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 GAMCO Investors,
Inc.

I.D. No. 13-4007862
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
WC

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 :⁷ Sole voting power

Shares : 3,720 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 3,720 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

3,720 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

9

CUSIP No. 12646R105

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 Associated Capital
Group, Inc.

I.D. No. 47-3965991

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

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 :⁷ Sole voting power

Shares : None (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : None (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

10

CUSIP No. 12646R105

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

Mario J. Gabelli

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
Private Funds

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
USA

Number Of :⁷ Sole voting power

Shares : 65,709 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 65,709 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

65,709 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.09%

14 Type of reporting person
(SEE INSTRUCTIONS)

IN

11

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D on the Common Stock of CST Brands, Inc. (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on June 2, 2016. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for LICT Corporation ("LICT"), CIBL, Inc. ("CIBL") and ICTC Group, Inc. ("ICTC"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Associated Capital Group, Inc. ("AC"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, LLC ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), Mario Gabelli, LICT, CIBL and ICTC. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL and AC. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those named below. AC, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those listed below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of AC, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The

Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli ESG Fund, Inc., The Gabelli Healthcare & Wellness^{Rx} Trust, The Gabelli Global Small and Mid Cap Value Trust, Gabelli Value Plus+ Trust, Bancroft Fund Ltd. and Ellsworth Growth & Income Fund Ltd. (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Merger Arbitrage and GAMCO All Cap Value), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

LICT is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. LICT actively pursues new business ventures and acquisitions. LICT makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of LICT.

ICTC is a holding company with subsidiaries in voice, broadband and other telecommunications services, primarily in the rural telephone industry. ICTC makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of ICTC.

CIBL is a holding company with interests in telecommunications operations, primarily in the rural telephone industry. CIBL actively pursues new business ventures and acquisitions. CIBL makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of CIBL. Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. He is the Executive Chairman and Chief Executive Officer of AC. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, AC, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. LICT is a Delaware corporation having its principal place of business as 401 Theodore Fremd Avenue, Rye, New York 10580. CIBL, Inc. is a Delaware corporation having its principal place of business as 165 West Liberty Street, Suite 220, Reno, NV 89501. ICTC

Group Inc. is a Delaware corporation having its principal place of business as 556 Main Street, Nome, North Dakota 58062.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$41,277,712 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$25,891,545 and \$10,202,937, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. GSI used approximately \$4,371,471 of client funds to purchase the additional Securities reported by it. G.research used approximately \$714,100 of working capital to purchase the additional Securities reported by it. GBL used approximately \$84,742 of working capital to purchase the additional Securities reported by it. MJG Associates used approximately \$12,917 of client funds to purchase the additional Securities reported by it.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 4,614,006 shares, representing 6.10% of the 75,685,743 shares outstanding as reported in the Issuer's most recently filed Form 10-Q for the quarterly period ended June 30, 2016. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common |
|----------------|---------------------------|-------------------------|
| GAMCO | 2,571,237 | 3.40% |
| Gabelli Funds | 1,780,891 | 2.35% |
| GSI | 163,149 | 0.22% |
| G. research | 15,000 | 0.02% |
| MJG | 65,709 | 0.09% |
| MJG Associates | 300 | 0.00% |
| GBL | 3,720 | 0.00% |
| Foundation | 14,000 | 0.02% |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. AC, GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote

110,600 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, AC, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

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

Dated: August 29, 2016

GGCP, INC.
MARIO J. GABELLI
GABELLI FOUNDATION, INC.

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact

ASSOCIATED CAPITAL GROUP, INC.

By: /s/ Kevin Handwerker
Kevin Handwerker
General Counsel & Secretary – Associated Capital Group, Inc.

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.
GABELLI FUNDS, LLC
G. RESEARCH, LLC

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.
President – Gabelli Securities, Inc.
President & Chief Operating Officer of the sole member of
Gabelli Funds, LLC
Secretary – G. research, LLC

SCHEDULE I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, LLC, Teton Advisors, Inc., Associated Capital Group, Inc. or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt Former Chairman and Chief Executive Officer
Procter & Gamble Company
900 Adams Crossing
Cincinnati, OH 45202

Raymond C. Avansino Chairman & Chief Executive Officer
E.L. Wiegand Foundation
165 West Liberty Street
Reno, NV 89501

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer of GGCP, Inc.
Chairman & Chief Executive Officer of GAMCO Investors, Inc.
Executive Chairman & Chief Executive Officer of Associated Capital Group, Inc.
Director/Trustee of all registered investment companies advised by Gabelli Funds,
LLC.

Elisa M. Wilson Director
c/o GAMCO Investors, Inc.
One Corporate Center
Rye, NY 10580

Eugene R. McGrath Former Chairman and Chief Executive Officer
Consolidated Edison, Inc.
4 Irving Place
New York, NY 10003

Robert S. Prather President & Chief Executive Officer
Heartland Media, LLC
1843 West Wesley Road
Atlanta, GA 30327

Officers:

Mario J. Gabelli Chairman and Chief Executive Officer

Douglas R. Jamieson President and Chief Operating Officer

Henry G. Van der Eb Senior Vice President

Bruce N. Alpert Senior Vice President

Agnes Mullady Senior Vice President

Kevin Handwerker Executive Vice President, General Counsel and Secretary

GAMCO Asset Management
Inc.

Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson President, Chief Operating Officer and Managing Director

David Goldman General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC

Officers:

Mario J. Gabelli Chief Investment Officer – Value Portfolios

Bruce N. Alpert Executive Vice President and Chief Operating Officer

Agnes Mullady President and Chief Operating Officer – Open End Fund Division

David Goldman General Counsel

Gabelli Securities, Inc.

Officers:

Douglas R. Jamieson See above

Patrick Dennis Executive Vice President, Chief Financial Officer

Kevin Handwerker Secretary

David M. Goldman General Counsel & Assistant Secretary

David Fitzgerald Chief Compliance Officer

G.research, LLC

Officers:

Cornelius V. McGinity See above

| | |
|----------------------|--------------------------|
| Bruce N. Alpert | Vice President |
| Douglas R. Jamieson | Secretary |
| David M. Goldman | Assistant Secretary |
| Josephine D. LaFauci | Chief Compliance Officer |

Gabelli Foundation, Inc.

Officers:

| | |
|--------------------|--|
| Mario J. Gabelli | Chairman, Trustee & Chief Investment Officer |
| Elisa M. Wilson | President |
| Marc Gabelli | Trustee |
| Matthew R. Gabelli | Trustee |
| Michael Gabelli | Trustee |

MJG-IV Limited Partnership

Officers:

| | |
|------------------|-----------------|
| Mario J. Gabelli | General Partner |
|------------------|-----------------|

GGCP, Inc.

Directors:

Mario J. Gabelli
Chief Executive
Officer and Chief
Investment
Officer of GGCP,
Inc.
Chairman &
Chief Executive
Officer of
GAMCO
Investors, Inc.
Executive
Chairman &
Chief Executive
Officer of
Associated
Capital Group,
Inc.
Director/Trustee
of all registered
investment
companies
advised by
Gabelli Funds,
LLC.

Marc Gabelli
President of
Associated
Capital Group,
Inc.
President and
Managing
Director of
Gabelli
Securities, Inc.

Matthew R. Gabelli
Vice President –
Trading
G.research, Inc.
One Corporate
Center
Rye, NY 10580

Michael Gabelli
President & COO

Gabelli &
Partners, LLC
One Corporate
Center
Rye, NY 10580

Frederic V. Salerno
Chairman
Former Vice
Chairman and
Chief Financial
Officer
Verizon
Communications

Vincent S. Tese
Executive
Chairman – FCB
Financial Corp

Officers:

Mario J. Gabelli
Chief Executive
Officer and Chief
Investment
Officer

Marc Gabelli
President
Vice President,

Silvio A. Berni
Assistant
Secretary and
Controller

GGCP Holdings LLC

Members:

GGCP, Inc. Manager and
Member

Mario J. Gabelli Member

Teton Advisors, Inc.

Directors:

Howard F. Ward

Nicholas F. Galluccio Chairman of the Board

Vincent J. Amabile Chief Executive Officer and President

John Tesoro

Officers:

Howard F. Ward

See above

Nicholas F. Galluccio See above

Michael J. Mancuso Chief Financial Officer

David Goldman General Counsel

Tiffany Hayden Secretary

Associated Capital Group, Inc.

Directors:

| | |
|---------------------|---|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer of GGCP, Inc. Chairman & Chief Executive Officer of GAMCO Investors, Inc. Executive Chairman & Chief Executive Officer of Associated Capital Group, Inc. Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC. |
| Marc Gabelli | Chairman of The LGL Group, Inc. 2525 Shader Road Orlando, FL 32804 |
| Richard L. Bready | Former Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903 |
| Bruce Lisman | Former Chairman - JP Morgan – Global Equity Division |
| Daniel R. Lee | Chief Executive Officer Full House Resorts, Inc. 4670 South Ford Apache Road, Suite 190 Las Vegas, NV 89147 |
| Salvatore F. Sodano | Vice Chairman of the Board (see above) |
| Officers: | |
| Mario J. Gabelli | Chairman of the Board and Chief Executive Officer |
| Marc Gabelli | President |
| Patrick Dennis | Executive Vice President and Chief Financial Officer |
| Kevin Handwerker | Executive Vice President, General Counsel and Secretary |

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

| DATE | SHARES PURCHASED SOLD(-) | AVERAGE PRICE(2) |
|------|-----------------------------|---------------------|
|------|-----------------------------|---------------------|

COMMON STOCK-CST BRANDS, INC.

GABELLI FOUNDATION, INC.

| | | |
|---------|--------|---------|
| 8/18/16 | 1,000- | 47.6490 |
|---------|--------|---------|

GAMCO INVESTORS, INC.

| | | |
|---------|------|---------|
| 8/26/16 | 600 | 47.5857 |
| 8/25/16 | 100 | 47.6346 |
| 8/24/16 | 100 | 47.6775 |
| 8/23/16 | 125- | 47.4640 |
| 8/22/16 | 500 | 47.4944 |
| 8/17/16 | 100- | 47.2201 |
| 7/25/16 | 200 | 44.7998 |
| 7/01/16 | 10- | 43.8800 |

GAMCO ASSET MANAGEMENT INC.

| | | |
|---------|--------|---------|
| 8/26/16 | 3,000 | 47.6890 |
| 8/26/16 | 61,600 | 47.6310 |
| 8/26/16 | 4,375 | 47.5857 |
| 8/26/16 | 8,000 | 47.6490 |
| 8/25/16 | 42,700 | 47.7000 |
| 8/25/16 | 750 | 47.6346 |
| 8/24/16 | 6,000 | 47.7000 |
| 8/24/16 | 1,000 | 47.6890 |
| 8/24/16 | 1,000 | 47.6775 |
| 8/24/16 | 300- | 47.6937 |
| 8/24/16 | 9,700 | 47.6900 |
| 8/24/16 | 82,300 | 47.6890 |
| 8/23/16 | 70,300 | 47.5015 |
| 8/23/16 | 6,500 | 47.4600 |
| 8/23/16 | 1,000 | 47.4770 |
| 8/23/16 | 2,000 | 47.4700 |
| 8/23/16 | 4,500 | 47.4638 |
| 8/23/16 | 6,800 | 47.4787 |
| 8/23/16 | 600 | 47.4500 |
| 8/23/16 | 24,500 | 47.4701 |
| 8/22/16 | 20,000 | 47.5224 |
| 8/22/16 | 66,200 | 47.5500 |
| 8/22/16 | 2,175 | 47.4944 |
| 8/22/16 | 14,700 | 47.5151 |
| 8/22/16 | 15,000 | 47.6102 |
| 8/19/16 | 400- | 47.4701 |

Edgar Filing: CST BRANDS, INC. - Form SC 13D/A

| | | |
|---------|---------|---------|
| 8/19/16 | 700- | 47.2800 |
| 8/18/16 | 1,000- | 47.6528 |
| 8/18/16 | 400- | 47.6528 |
| 8/18/16 | 1,100- | 47.5828 |
| 8/18/16 | 1,700- | 47.6312 |
| 8/18/16 | 4,000- | 47.5303 |
| 8/17/16 | 2,000- | 47.2915 |
| 8/17/16 | 200 | 47.1150 |
| 8/17/16 | 1,000- | 47.2520 |
| 8/17/16 | 800- | 47.1738 |
| 8/17/16 | 4,200- | 47.0491 |
| 8/17/16 | 1,500- | 47.1850 |
| 8/16/16 | 500- | 47.0500 |
| 8/16/16 | 400- | 47.1533 |
| 8/12/16 | 600 | 44.3200 |
| 8/10/16 | 500- | 43.5380 |
| 8/10/16 | 1,849 | 43.4951 |
| 8/10/16 | 300 | 43.7557 |
| 8/10/16 | 4,600 | 43.7819 |
| 8/09/16 | 2,200 | 43.8459 |
| 8/09/16 | 300- | 43.7937 |
| 8/08/16 | 300 | 43.7000 |
| 8/05/16 | 3,000- | 44.1332 |
| 8/05/16 | 500- | 44.3340 |
| 8/03/16 | 400 | 43.8300 |
| 8/03/16 | 100 | 43.0400 |
| 8/03/16 | 2,900- | 42.8550 |
| 8/01/16 | 100- | 44.2400 |
| 8/01/16 | 50 | 44.2884 |
| 7/28/16 | 300- | 44.1623 |
| 7/26/16 | 1,000 | 44.5399 |
| 7/26/16 | 200 | 44.6000 |
| 7/25/16 | 1,200 | 44.7998 |
| 7/22/16 | 400 | 45.5339 |
| 7/22/16 | 1,000 | 45.1721 |
| 7/22/16 | 5,800- | *DO |
| 7/21/16 | 2,000- | 45.3612 |
| 7/21/16 | 300 | 45.1700 |
| 7/21/16 | 2,200 | 45.3600 |
| 7/21/16 | 600- | 44.9600 |
| 7/20/16 | 400 | 45.3600 |
| 7/19/16 | 200- | 44.9600 |
| 7/19/16 | 200- | 45.2776 |
| 7/19/16 | 2,200 | 44.6356 |
| 7/19/16 | 1,200- | 44.8742 |
| 7/18/16 | 5,000- | *DO |
| 7/15/16 | 16,000- | *DO |
| 7/14/16 | 600 | 44.2500 |
| 7/13/16 | 200 | 44.3982 |
| 7/13/16 | 1,700 | 44.2486 |
| 7/11/16 | 5,000 | 44.2253 |

Edgar Filing: CST BRANDS, INC. - Form SC 13D/A

| | | |
|---------------------------------|--------|---------|
| 7/11/16 | 400 | 44.6600 |
| 7/08/16 | 4,000 | 43.8898 |
| 7/08/16 | 10,000 | 43.7422 |
| 7/07/16 | 500 | 43.0810 |
| 7/06/16 | 5,000 | *DI |
| 7/06/16 | 4,000 | 43.1582 |
| 7/06/16 | 500 | 43.1880 |
| 7/06/16 | 5,000 | 43.3414 |
| 7/06/16 | 6,200 | 43.0084 |
| 7/06/16 | 1,000 | 42.9585 |
| 7/05/16 | 4,000 | 42.9177 |
| 7/05/16 | 800 | 43.0194 |
| 7/05/16 | 200 | 43.6500 |
| 7/05/16 | 1,000- | 43.0260 |
| 7/01/16 | 4,300 | 43.6414 |
| 7/01/16 | 50- | 43.5800 |
| 7/01/16 | 700 | 43.5345 |
| 6/30/16 | 500- | 42.8140 |
| 6/30/16 | 4,000 | 42.7470 |
| 6/30/16 | 200- | *DO |
| 6/29/16 | 12,700 | 42.2571 |
| 6/29/16 | 16,000 | 42.2863 |
| GABELLI SECURITIES, INC. | | |
| 8/26/16 | 7,200 | 47.5857 |
| 8/25/16 | 1,200 | 47.6346 |
| 8/24/16 | 1,700 | 47.6775 |
| 8/22/16 | 4,000 | 47.4799 |
| 8/22/16 | 5,100 | 47.4944 |
| 8/01/16 | 300 | 44.2884 |
| 7/25/16 | 2,100 | 44.7998 |
| GABELLI ASSOCIATES LIMITED II E | | |
| 8/26/16 | 3,900 | 47.5857 |
| 8/25/16 | 600 | 47.6346 |
| 8/24/16 | 800 | 47.6775 |
| 8/22/16 | 2,800 | 47.4944 |
| 8/01/16 | 1,700 | 44.2884 |
| 7/25/16 | 900 | 44.7998 |
| GABELLI ASSOCIATES LIMITED | | |
| 8/26/16 | 6,500 | 47.5857 |
| 8/25/16 | 1,100 | 47.6346 |
| 8/24/16 | 1,200 | 47.6775 |
| 8/22/16 | 4,900 | 47.4944 |
| 8/01/16 | 100 | 44.2884 |
| 7/25/16 | 1,600 | 44.7998 |
| GABELLI ASSOCIATES FUND II | | |
| 8/26/16 | 4,100 | 47.5857 |
| 8/25/16 | 800 | 47.6346 |
| 8/24/16 | 800 | 47.6775 |
| 8/22/16 | 3,100 | 47.4944 |
| 7/25/16 | 1,300 | 44.7998 |
| GABELLI ASSOCIATES FUND | | |

Edgar Filing: CST BRANDS, INC. - Form SC 13D/A

| | | |
|---|---------|---------|
| 8/26/16 | 9,125 | 47.5857 |
| 8/25/16 | 1,300 | 47.6346 |
| 8/24/16 | 1,800 | 47.6775 |
| 8/22/16 | 6,700 | 47.4944 |
| 8/01/16 | 254 | 44.2884 |
| 7/25/16 | 2,600 | 44.7998 |
| ALCE PARTNERS | | |
| 8/16/16 | 500- | 47.1500 |
| G.RESEARCH, LLC | | |
| 8/26/16 | 10,000 | 47.5650 |
| 8/25/16 | 5,000 | 47.6900 |
| GABELLI FUNDS, LLC. | | |
| GABELLI FOCUS FIVE FUND | | |
| 8/19/16 | 13,331- | 47.6053 |
| 8/18/16 | 20,000- | 47.6043 |
| 8/16/16 | 20,000- | 47.2102 |
| 7/19/16 | 20,000- | 44.9553 |
| GABELLI VALUE FUND | | |
| 8/19/16 | 1,000- | 47.4270 |
| 8/19/16 | 4,000- | 47.3650 |
| 8/18/16 | 1,000- | 47.6528 |
| 8/17/16 | 1,000- | 47.5210 |
| GABELLI SMALL CAP GROWTH FUND | | |
| 7/08/16 | 4,000 | 43.8374 |
| GABELLI GLOBAL SMALL AND MIDCAP VALUE TRUST | | |
| 8/23/16 | 20,000 | 47.4800 |
| GABELLI EQUITY TRUST | | |
| 8/16/16 | 10,000- | 47.2018 |
| 7/19/16 | 5,000- | 44.9553 |
| THE GDL FUND | | |
| 8/23/16 | 2,000 | 47.4500 |
| 8/22/16 | 50,600 | 47.5151 |
| GABELLI ENTERPRISE M&A FUND | | |
| 8/23/16 | 800 | 47.4500 |
| 8/22/16 | 19,600 | 47.5151 |
| 7/18/16 | 4,000- | *DO |
| GAMCO MERGER ARBITRAGE | | |
| 8/26/16 | 9,200 | 47.5857 |
| 8/25/16 | 1,375 | 47.6346 |
| 8/24/16 | 1,700 | 47.6775 |
| 8/22/16 | 7,625 | 47.4944 |
| 8/01/16 | 500 | 44.2884 |
| 7/25/16 | 2,600 | 44.7998 |
| GAMCO ALL CAP VALUE | | |
| 8/26/16 | 1,100 | 47.5595 |
| 8/26/16 | 300 | 47.6000 |
| 8/22/16 | 1,400 | 47.5151 |
| 8/18/16 | 400- | 47.6528 |
| 8/17/16 | 400- | 47.4100 |
| 8/16/16 | 200- | 47.1533 |
| GABELLI ABC FUND | | |

Edgar Filing: CST BRANDS, INC. - Form SC 13D/A

| | | |
|---------|---------|---------|
| 8/23/16 | 8,031 | 47.4500 |
| 8/22/16 | 193,441 | 47.5151 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.