

Summit Midstream Partners, LP
Form 4
March 23, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**ENERGY CAPITAL PARTNERS II,
LLC**

(Last) (First) (Middle)

**51 JOHN F. KENNEDY
PARKWAY, SUITE 1250**

(Street)

SHORT HILLS, NJ 07078

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Summit Midstream Partners, LP
[SMLP]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

See Footnotes

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
COMMON UNITS (LIMITED PARTNER INTERESTS)	03/21/2016		P		54,597 (1)	A	\$ 15.96 (2) (3)	4,772,563	I (4)	BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)	03/22/2016		P		6,077 (1)	A	\$ 16.58 (2) (5)	4,778,640	I (4)	BY: SMLP HOLDINGS, LLC
	03/23/2016		P			A		4,872,164	I (4)	

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COMMON UNITS (LIMITED PARTNER INTERESTS)	93,524 <u>(1)</u>	\$ 15.9 <u>(2) (6)</u>	BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)		29,703,421 I <u>(7)</u>	BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)		151,160 I <u>(7)</u>	BY: SUMMIT MIDSTREAM PARTNERS, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ENERGY CAPITAL PARTNERS II, LLC 51 JOHN F. KENNEDY PARKWAY SUITE 1250 SHORT HILLS, NJ 07078	X X See Footnotes

ENERGY CAPITAL PARTNERS II, LP
51 JOHN F. KENNEDY PARKWAY
SUITE 1250
SHORT HILLS, NJ 07078

X

ENERGY CAPITAL PARTNERS II-A, LP
51 JOHN F. KENNEDY PARKWAY
SUITE 1250
SHORT HILLS, NJ 07078

X

ENERGY CAPITAL PARTNERS II-B IP, LP
51 JOHN F. KENNEDY PARKWAY
SUITE 1250
SHORT HILLS, NJ 07078

X

ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP
51 JOHN F. KENNEDY PARKWAY
SUITE 1250
SHORT HILLS, NJ 07078

X

Energy Capital Partners II (Summit Co-Invest), LP
51 JOHN F. KENNEDY PARKWAY
SUITE 1250
SHORT HILLS, NJ 07078

X

Signatures

Energy Capital Partners II, LP By: Energy Capital Partners GP II, LP Its: General Partner By:
Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner Title: Counsel

03/23/2016

__Signature of Reporting Person

Date

Energy Capital Partners II-A, LP By: Energy Capital Partners GP II, LP Its: General Partner
By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner Title:
Counsel

03/23/2016

__Signature of Reporting Person

Date

Energy Capital Partners II-B IP, LP By: Energy Capital Partners GP II, LP Its: General
Partner By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner
Title: Counsel

03/23/2016

__Signature of Reporting Person

Date

Energy Capital Partners II-C (Summit IP), LP By: Energy Capital Partners GP II, LP Its:
General Partner By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O.
Varner Title: Counsel

03/23/2016

__Signature of Reporting Person

Date

Energy Capital Partners II (Summit Co-Invest), LP By: Energy Capital Partners GP II
Co-Investment (Summit), LLC Its: General Partner By: Energy Capital Partners II, LLC Its:
Managing Member By: /s/ Enoch O. Varner Title: Counsel

03/23/2016

__Signature of Reporting Person

Date

Energy Capital Partners II, LLC By: /s/ Enoch O. Varner Title: Counsel

03/23/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Units were purchased pursuant to a 10b5-1 plan entered into on December 15, 2015.

The price reported in Column 4 is a weighted average price. The Reporting Persons undertake to provide to the Issuer, any security holder

- (2) of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in footnotes 3, 5 and 6.

- (3) These common units were purchased in multiple transactions ranging from \$15.72 to \$16.31, inclusive.

Energy Capital Partners II, LP ("ECP II") and certain of its parallel funds (collectively, the "SMLP Holdings Owners") collectively hold all of the membership interests in SMLP Holdings, LLC ("SMLP Holdings"). Energy Capital Partners II, LLC ("ECP") indirectly controls

- (4) the SMLP Holdings Owners. Accordingly, ECP and the SMLP Holdings Owners may be deemed to indirectly beneficially own the 4,872,164 common units held by SMLP Holdings but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

- (5) These common units were purchased in multiple transactions ranging from \$16.28 to \$16.75, inclusive.

- (6) These common units were purchased in multiple transactions ranging from \$15.50 to \$16.37, inclusive.

ECP indirectly controls ECP II, Energy Capital Partners II-A, LP ("ECP II-A"), Energy Capital Partners II-B IP, LP ("ECP II-B"), Energy Capital Partners II-C (Summit IP), LP ("ECP II-C") and Energy Capital Partners II (Summit Co-Invest), LP ("ECP Summit Co-Invest") and together with ECP II, ECP II-A, ECP II-B and ECP II-C, the "ECP Funds"), which collectively hold more than a majority of the membership interests in Summit Midstream Partners, LLC ("Summit") and are entitled to appoint all the directors of Summit. Summit is

- (7) the sole member of Summit Midstream Partners Holdings, LLC ("SMPH") and may be deemed to have indirect beneficial ownership of the 29,703,421 common units held by SMPH in addition to the 151,160 common units held directly. Accordingly, ECP and the ECP Funds may be deemed to indirectly beneficially own the 29,854,581 common units held by Summit and SMPH but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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