

Dominion Midstream Partners, LP
Form S-1/A
August 25, 2014

As filed with the Securities and Exchange Commission on August 25, 2014

Registration No. 333-194864

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

Amendment No. 4
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Dominion Midstream Partners, LP
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

4922
(Primary Standard Industrial

46-5135781
(I.R.S. Employer

Incorporation or Organization) **Classification Code Number)** **Identification Number)**
120 Tredegar Street
Richmond, Virginia 23219
(804) 819-2000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Mark O. Webb
120 Tredegar Street
Richmond, Virginia 23219
(804) 819-2000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

David P. Oelman	William J. Cooper	Michael O Leary
E. Ramey Layne	Andrews Kurth LLP	Andrews Kurth LLP
Vinson & Elkins L.L.P.	1350 I St. NW, Suite 1100	600 Travis Street, Suite 4200
1001 Fannin Street, Suite 2500	Washington, DC 20005	Houston, Texas 77002
Houston, Texas 77002	Tel: (202) 662-2700	Tel: (713) 220-4200
Tel: (713) 758-2222		

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this registration statement becomes effective.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Large accelerated filer "

Accelerated filer "

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Dominion Midstream Partners, LP is filing this Amendment No. 4 (the Amendment) to its Registration Statement on Form S-1 (Registration No. 333-194864) (the Registration Statement) as an exhibit-only filing to file Exhibits 1.1, 5.1 and 8.1 and no changes or additions are being made hereby to the preliminary prospectus which forms a part of the Registration Statement or to Items 13, 14, 15 or 17 of Part II of the Registration Statement. Accordingly, the preliminary prospectus and Items 13, 14, 15 and 17 of Part II of the Registration Statement have been omitted from this filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 16. EXHIBITS.

See the Index to Exhibits on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-1, which Index to Exhibits is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on August 25, 2014.

Dominion Midstream Partners, LP

By: Dominion Midstream GP, LLC, its general partner

By: /s/ Thomas F. Farrell II

Name: Thomas F. Farrell II

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and the dates indicated.

Name	Title	Date
/s/ Thomas F. Farrell II	Chairman and Chief Executive Officer	August 25, 2014
Thomas F. Farrell II	(Principal Executive Officer)	
/s/ Mark F. McGettrick	Director, Executive Vice President and Chief Financial Officer	August 25, 2014
Mark F. McGettrick	(Principal Financial Officer)	
/s/ Michele L. Cardiff	Vice President, Controller and Chief Accounting Officer	August 25, 2014
Michele L. Cardiff	(Principal Accounting Officer)	

INDEX TO EXHIBITS

ption

of Underwriting Agreement

ate of Limited Partnership of Dominion Midstream Partners, LP

of Amended and Restated Limited Partnership Agreement of Dominion Midstream Partners, LP (included as Appendix A in the prospectus
ation Statement)

n of Vinson & Elkins L.L.P. as to the legality of the securities being registered

n of Vinson & Elkins L.L.P. relating to tax matters

of Contribution Agreement

of Services Agreement

of Dominion Midstream Partners, LP 2014 Long-Term Incentive Plan

of Credit Facility with Dominion

of Registration Rights Agreement

al Expansion Agreement Cove Point between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dated September 1, 2006

lment to the Terminal Expansion Agreement between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dated December 14

wledge and Amendment to the Precedent Agreement for Firm LNG Tanker Discharging Service (Expansion Project) and to the Te
ment Cove Point between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dated April 2009

lment to the Terminal Expansion Agreement Cove Point between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dated S

ment and Amendment to the Terminal Expansion Agreement between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dat

ment and Amendment to the Terminal Expansion Agreement between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dat

Termination Letter Agreement between Dominion Cove Point LNG, LP and Statoil Natural Gas LLC, dated March 15, 2013

of Second Amended and Restated Agreement of Limited Partnership of Dominion Cove Point LNG, LP

of Right of First Offer Agreement

Subsidiaries of Dominion Midstream Partners, LP

nt of Deloitte & Touche LLP

nt of Deloitte & Touche LLP

nt of Wood Mackenzie

nt of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)

nt of Vinson & Elkins L.L.P. (contained in Exhibit 8.1)

Exhibit Number	Description
24.1***	Powers of Attorney (contained on page II-3)
99.1***	Consent of Director Nominee (Wollard)
99.2***	Consent of Director Nominee (Rigby)
99.3***	Consent of Director Nominee (Snow)

* Provided herewith.

*** Previously filed.

Confidential status has been requested for certain portions thereof pursuant to a Confidential Treatment Request filed June 23, 2014. Such provisions have been filed separately with the Securities and Exchange Commission.