

Summit Midstream Partners, LP
 Form 4
 February 18, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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)
 02/16/2016

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 02/16/2016 | | C | 24,409,850 | A <u>(1)</u> | 29,703,421 | I <u>(2)</u> |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 02/16/2016 | | P | 59,025 <u>(4)</u> | A <u>\$ 16.18</u> <u>(5) (6)</u> | 2,299,194 | I <u>(3)</u> |
| | 02/17/2016 | | P | 90,978 <u>(4)</u> | A | 2,390,172 | I <u>(3)</u> |

BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC

BY: SMLP HOLDINGS, LLC

Edgar Filing: Summit Midstream Partners, LP - Form 4

| | | | | | | | | | |
|--|------------|---|-------------------|---|--------------------------------------|-----------|--------------|--|---|
| COMMON UNITS (LIMITED PARTNER INTERESTS) | | | | | \$ 16.06 <u>(6)</u> <u>(7)</u> | | | | BY: SMLP HOLDINGS, LLC |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 02/18/2016 | P | 60,262 <u>(4)</u> | A | \$ 15.64 <u>(6)</u> <u>(8)</u> | 2,450,434 | I <u>(3)</u> | | BY: SMLP HOLDINGS, LLC |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | | | | | | 151,160 | I <u>(2)</u> | | BY: SUMMIT MIDSTREAM PARTNERS, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| SUBORDINATED UNITS (LIMITED PARTNER INTERESTS) | \$ 0 <u>(1)</u> | 02/16/2016 | | C | 24,409,850 | <u>(1)</u> | <u>(1)</u> | COMM UNIT (LIMIT PARTN INTERE |

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 02/18/2016
 __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 02/18/2016
 __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 02/18/2016
 __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 02/18/2016
 __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 02/18/2016
 __Signature of Reporting Person Date

Energy Capital Partners II, LLC By: /s/ Enoch O. Varner Title: Counsel 02/18/2016
 __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) The subordinated units were converted into common units on a one-for-one basis after the expiration of the subordination period, which occurred on February 16, 2016, pursuant to the Issuer's First Amended and Restated Agreement of Limited Partnership.

The subordinated units were held by Summit Midstream Partners Holdings, LLC ("SMPH"). The sole member of SMPH is Summit Midstream Partners, LLC ("Summit"). Energy Capital Partners II, LP and its parallel and co-investment funds (collectively, the "ECP Funds"), hold, in the aggregate, greater than a majority of the membership interests in Summit. Energy Capital Partners II, LLC ("ECP

- (2) II," and together with the ECP Funds, "ECP") is the general partner of each ECP Fund that holds membership interests in Summit and has voting and investment control over the securities held thereby. Accordingly, ECP may be deemed to indirectly beneficially own the 29,703,421 common units now held by SMPH in addition to the 151,160 common units held by Summit, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

Certain of the ECP Funds also collectively hold all of the membership interests in SMLP Holdings, LLC ("SMLP Holdings").

- (3) Accordingly, ECP II and certain of the ECP Funds may be deemed to indirectly beneficially own the 2,450,434 common units held by SMLP Holdings but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

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

- (5) These common units were purchased in multiple transactions ranging from \$15.70 to \$16.50, inclusive.

The price reported in Column 4 is a weighted average price. The Reporting Persons undertake to provide to the Issuer, any security holder 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 5, 7 and 8.

- (7) These common units were purchased in multiple transactions ranging from \$15.77 to \$16.41, inclusive.

- (8) These common units were purchased in multiple transactions ranging from \$15.28 to \$16.05, inclusive.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.