

Summit Midstream Partners, LP
Form 8-K
February 26, 2018

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): February 26, 2018

Summit Midstream Partners, LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35666
(Commission
File Number)
1790 Hughes Landing Blvd, Suite 500

45-5200503
(IRS Employer
Identification No.)

The Woodlands, Texas 77380

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(Address of principal executive office) (Zip Code)

(832) 413-4770

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

Summit Midstream Partners, LP, a Delaware limited partnership (the Partnership), is filing this Current Report on Form 8-K in order to (a) file Exhibit 99.1 hereto to replace in its entirety the section under the heading "Material U.S. Federal Income Tax Consequences" that appears in the base prospectus dated November 22, 2016, included as part of a registration statement on Form S-3 (Registration No. 333-213950) filed with the Securities and Exchange Commission, to provide updated disclosure regarding the material tax considerations associated with the Partnership's operations and the purchase, ownership and disposition of the Partnership's common units and (b) provide the legal opinion of Baker Botts L.L.P. relating to certain tax matters, a copy of which is filed as Exhibit 8.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| No. | Description |
|------------|---|
| 8.1 | <u>Opinion of Baker Botts L.L.P. relating to tax matters.</u> |
| 99.1 | <u>Material U.S. Federal Income Tax Consequences.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Summit Midstream Partners, LP

By: Summit Midstream GP, LLC,
its general partner

Dated: February 26, 2018

By: /s/ Matthew S. Harrison
Name: Matthew S. Harrison
Executive Vice President and Chief Financial
Title: Officer