Summit Midstream Partners, LP

Form 4

February 18, 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 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **SUMMIT MIDSTREAM** PARTNERS, LLC

(Last) (First) (Middle)

1790 HUGHES LANDING BLVD.,, SUITE 500

(State)

Summit Midstream Partners, LP [SMLP]

Symbol

3. Date of Earliest Transaction (Month/Day/Year) 02/16/2016

(Street)

(Zip)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

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_X__ Director X 10% Owner Officer (give title _ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

THE WOODLANDS, TX 77380

(City)	(State) (Zip	Table I	- Non-Der	ivative Securit	ies Acquired,	Disposed of, or l	Beneficially (Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if		4. Securities A	of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect Beneficial
(Instr. 3)		any	Code	(Instr. 3, 4 and	d 5)	Beneficially	Form:	Ownership
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	(Instr. 4)
						Following	or Indirect	
					(A)	Reported	(I)	
					(A) or	Transaction(s)	(Instr. 4)	
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
COMMON			Code v	mount	(2) The			BY: SUMMIT

UNITS 02/16/2016 \mathbf{C} 24,409,850 A (LIMITED 29,703,421 **PARTNER**

INTERESTS)

(City)

COMMON UNITS (LIMITED

PARTNER

INTERESTS)

D

MIDSTREAM $I^{(2)}$ **PARTNERS**

HOLDINGS, LLC

151,160

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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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (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
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
SUBORDINATED UNITS (LIMITED PARTNER INTERESTS)	\$ 0 (1)	02/16/2016		С	24,409,850	<u>(1)</u>	<u>(1)</u>	COMM UNIT (LIMIT PARTN INTERE

Reporting Owners

Reporting Owner Name / Address		Relationships				
		10% Owner	Officer	Other		
SUMMIT MIDSTREAM PARTNERS, LLC 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380	X	X				
SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380	X	X				

Signatures

Summit Midstream Partners, LLC By: /s/ Steven J. Newby Title: President and Chief Executive Officer				
**Signature of Reporting Person	Date			
Summit Midstream Partners Holdings, LLC By: /s/ Brock M. Degeyter Title: Executive Vice President, General Counsel and Secretary	02/18/2016			
**Signature of Reporting Person	Date			

Reporting Owners 2

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.
- (2) The subordinated units were held by Summit Midstream Partners Holdings, LLC ("SMPH"). The sole member of SMPH is Summit Midstream Partners, LLC.

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.