

Summit Midstream Partners, LP
 Form 4
 February 07, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 02/03/2017

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) | 02/03/2017 | | S | | 4,000,000 | D | \$ 24 (1) |
| | | | | | 25,854,581 | I (2) (3) | |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | | | | | 5,915,827 | I (2) (3) | |

BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC

BY: SMLP HOLDINGS, LLC

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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. 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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 | | | X | |

SHORT HILLS, NJ 07078

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 | 02/07/2017 |
| __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 | 02/07/2017 |
| __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 | 02/07/2017 |
| __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 | 02/07/2017 |
| __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 | 02/07/2017 |
| __Signature of Reporting Person | Date |
| Energy Capital Partners II, LLC By: /s/ Enoch O. Varner Title: Counsel | 02/07/2017 |
| __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) On February 3, 2017, Summit Midstream Partners Holdings, LLC ("SMPH") sold 4,000,000 common units representing limited partner interests in the Issuer to the underwriters in a public offering.
- 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
- (2) the SMLP Holdings Owners. Accordingly, ECP and the SMLP Holdings Owners may be deemed to indirectly beneficially own the 5,915,827 common units held by SMLP Holdings but disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- 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
- (3) membership interests in Summit Midstream Partners, LLC ("Summit") and are entitled to appoint all the directors of Summit. Summit is the sole member of SMPH and may be deemed to have indirect beneficial ownership of the 25,854,581 common units held by SMPH. Accordingly, ECP and the ECP Funds may be deemed to indirectly beneficially own the 25,854,581 common units held by SMPH but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

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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.