

Summit Midstream Partners, LP
Form 8-K
May 13, 2015

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): **May 7, 2015**

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)

45-5200503
(IRS Employer
Identification No.)

1790 Hughes Landing Blvd, Suite 500
The Woodlands, Texas 77380
(Address of principal executive office) (Zip Code)

(832) 413-4770
(Registrants 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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Underwriting Agreement

On May 7, 2015, Summit Midstream Partners, LP ("SMLP" or the "Partnership") entered into an underwriting agreement (the "Underwriting Agreement"), by and among the Partnership, Summit Midstream GP, LLC (the "General Partner"), Summit Midstream Holdings, LLC (the "Operating Company," and together with the Partnership and the General Partner, the "Partnership Parties"), and Barclays Capital Inc., as the representative of the several underwriters named therein (the "Underwriters"), providing for the offer and sale (the "Offering") by the Partnership of 6,500,000 common units representing limited partner interests in the Partnership ("Common Units") at a price to the public of \$30.75 per Common Unit (\$29.75 per Common Unit, net of underwriting discounts). Pursuant to the Underwriting Agreement, the Partnership also granted the Underwriters an option for a period of 30 days to purchase up to an additional 975,000 Common Units, if any, on the same terms.

The material terms of the Offering are described in a prospectus, dated May 7, 2015 (the "Prospectus"), filed by the Partnership with the United States Securities and Exchange Commission (the "Commission") on May 8, 2015, pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the "Securities Act"). The Offering is registered with the Commission pursuant to a Registration Statement on Form S-3, as amended (File No. 333-191493), which was declared effective by the Commission on November 8, 2013. Certain legal opinions relating to the Offering are filed herewith as Exhibits 5.1 and 8.1.

The Underwriting Agreement contains customary representations, warranties and agreements of the Partnership Parties, and customary conditions to closing, obligations of the parties and termination provisions. The Partnership Parties have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Offering closed on May 13, 2015. The Partnership received net proceeds (after deducting underwriting discounts and commissions, but before paying offering expenses payable by the Partnership) from the Offering of approximately \$193.4 million. The Partnership also received an approximate \$4.1 million capital contribution from the General Partner to maintain the General Partner's 2.0% general partner interest. As described in the Prospectus, the Partnership will use the net proceeds of the sale of the Common Units (i) to fund a portion of the purchase price related to the acquisition of Polar Midstream, LLC ("Polar") and Epping Transmission Company, LLC ("Epping") (the "Acquisition") or (ii) if the Acquisition does not close, for general partnership purposes.

As more fully described under the caption "Underwriting" in the Prospectus, certain of the Underwriters have in the past provided and may from time to time in the future provide commercial banking, investment banking and advisory services in the ordinary course of their business for the Partnership Parties and their respective affiliates for which they have received and in the future will be entitled to receive, customary fees and reimbursement of expenses.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated May 7, 2015, among the Partnership, the General Partner, the Operating Company and the Underwriters named therein.
5.1	Opinion of Latham & Watkins LLP.
8.1	Opinion of Latham & Watkins LLP relating to tax matters.
23.1	Consents of Latham & Watkins LLP (included in Exhibits 5.1 and 8.1).

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: May 13, 2015

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

EXHIBIT INDEX

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