

Summit Midstream Partners, LP
 Form 4
 February 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
SUMMIT MIDSTREAM PARTNERS, LLC

2. Issuer Name and Ticker or Trading Symbol
Summit Midstream Partners, LP [SMLP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
1790 HUGHES LANDING BLVD., SUITE 500
 (Street)

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

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

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

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 11 29,703,421	I 2	BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)					151,160	D	

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

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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 ⁽¹⁾	02/16/2016		C	24,409,850	⁽¹⁾	⁽¹⁾	COMM UNIT (LIMIT PARTN INTERE

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	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	02/18/2016
__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

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.

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