Summit Midstream Partners, LP
Form 4
April 05, 2016

FORM 4

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

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

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
04/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)
See Footnotes

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)	04/01/2016		P		90,153 (1)	A	$ 16.24 (2) (3)	5,094,267	I (4)	BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)	04/04/2016		P		61,623 (1)	A	$ 15.92 (2) (5)	5,155,890	I (4)	BY: SMLP HOLDINGS, LLC
	04/05/2016		P			A		5,187,229	I (4)	

COMMON UNITS (LIMITED PARTNER INTERESTS)	31,339 (1)	$ 15.7 (2) (6)			BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)			29,703,421	I (7)	BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)			151,160	I (7)	BY: SUMMIT MIDSTREAM PARTNERS, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 SHORT HILLS, NJ 07078	X
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	04/05/2016
**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	04/05/2016
**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	04/05/2016
**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	04/05/2016
**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	04/05/2016
**Signature of Reporting Person	Date
Energy Capital Partners II, LLC By: /s/ Enoch O. Varner Title: Counsel	04/05/2016
**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) Units were purchased pursuant to a 10b5-1 plan entered into on December 15, 2015.

(2) The price reported in Column 4 is a weighted average price. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in footnotes 3, 5 and 6.

(3) These common units were purchased in multiple transactions ranging from $15.72 to $16.57, inclusive.

(4) 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 the SMLP Holdings Owners. Accordingly, ECP and the SMLP Holdings Owners may be deemed to indirectly beneficially own the 5,187,229 common units held by SMLP Holdings but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

(5) These common units were purchased in multiple transactions ranging from $15.59 to 16.09, inclusive.

(6) These common units were purchased in multiple transactions ranging from $15.50 to $16.01, inclusive.

(7) 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 membership interests in Summit Midstream Partners, LLC ("Summit") and are entitled to appoint all the directors of Summit. Summit is the sole member of Summit Midstream Partners Holdings, LLC ("SMPH") and may be deemed to have indirect beneficial ownership of the 29,703,421 common units held by SMPH in addition to the 151,160 common units held directly. Accordingly, ECP and the ECP Funds may be deemed to indirectly beneficially own the 29,854,581 common units held by Summit and SMPH but disclaim beneficial ownership except to the extent of their pecuniary interest therein.

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.