

Summit Midstream Partners, LP
Form 4
January 19, 2016

FORM 4

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

OMB APPROVAL

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

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

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)

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

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

51 JOHN F. KENNEDY PARKWAY, SUITE 200

01/14/2016

SEE REMARKS

(Street)

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

SHORT HILLS, NJ 07078

(City) (State) (Zip)

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 or 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)	01/14/2016		P		\$ 104,912 (1) 16.86 (2) (3) 838,995	I	BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)	01/15/2016		P		\$ 55,762 (1) 16.3 (3) (4) 894,757	I	BY: SMLP HOLDINGS, LLC
	01/19/2016		P		979,946	I	

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COMMON UNITS (LIMITED PARTNER INTERESTS)			85,189 <u>(1)</u>		\$ 15.94 <u>(3) (5)</u>				BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)	01/19/2016	P	21,787 <u>(1)</u>	A	\$ 15.09 <u>(3) (6)</u>	1,001,733	I		BY: SMLP HOLDINGS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)						151,160	I		BY: SUMMIT MIDSTREAM PARTNERS, LLC
COMMON UNITS (LIMITED PARTNER INTERESTS)						5,293,571	I		BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
ENERGY CAPITAL PARTNERS II, LLC 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	X	X		SEE REMARKS
ENERGY CAPITAL PARTNERS II, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078			X	
ENERGY CAPITAL PARTNERS II-A, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078			X	
ENERGY CAPITAL PARTNERS II-B IP, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078			X	
ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078			X	
Energy Capital Partners II (Summit Co-Invest), LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 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, Counsel	01/19/2016
__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, Counsel	01/19/2016
__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, Counsel	01/19/2016
__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, Counsel	01/19/2016
__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, Counsel	01/19/2016

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__Signature of Reporting Person

Date

Energy Capital Partners II, LLC By: /s/ Enoch O. Varner, Counsel

01/19/2016

__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) These common units were purchased in multiple transactions ranging from \$16.59 to \$17.20, inclusive.
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 2, 4, 5 and 6.
- (3) 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 2, 4, 5 and 6.
- (4) These common units were purchased in multiple transactions ranging from \$16.11 to \$16.45, inclusive.
- (5) These common units were purchased in multiple transactions ranging from \$15.24 to \$16.25, inclusive.
- (6) These common units were purchased in multiple transactions ranging from \$14.91 to \$15.21, inclusive.

Remarks:

Energy Capital Partners II, LP ("ECP II"), Energy Capital Partners II-A, LP ("ECP II-A"), Energy Capital Partners II-B (SMLP)

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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