

Summit Midstream Partners, LP
 Form 3
 April 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | |
|--|---|--|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O SUMMIT MIDSTREAM PARTNERS LP, Â 2100 MCKINNEY AVENUE, SUITE 1250</p> <p>(Street)</p> <p>DALLAS, Â TX Â 75201</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/26/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Summit Midstream Partners, LP [SMLP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
| | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Units (Limited Partner Interests) | 10,029,850 | D (1) (2) | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|-----------------------------------|---|--|---------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Subordinated Units (Limited Partner Interests) | Â (3) | Â (3) | Common Units | 24,409,850 \$ 0 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC C/O SUMMIT MIDSTREAM PARTNERS LP 2100 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201 | Â X | Â X | Â | Â |

Signatures

/s/ Brock M. Degeyter, Senior Vice President, General Counsel and Secretary of Summit Midstream Partners Holdings, LLC

04/01/2013

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 March 26, 2013, Summit Midstream Partners, LLC ("Summit") contributed the common and subordinated units reported herein to the Reporting Person in exchange for a continuing 100% interest in the Reporting Person. Summit is the sole member of the Reporting Person and as such, may be deemed to continue to have beneficial ownership of the common and subordinated units reported herein, with the only change being in the form of ownership from direct to indirect.

(2) In connection with the aforementioned transfer of units, Summit also transferred its 2% general partnership interest in the Issuer to the Reporting Person. Accordingly, the Reporting Person may be deemed to indirectly beneficially own the securities of the Issuer held by the general partner of the Issuer, but disclaims beneficial ownership except to the extent of its pecuniary interest therein. As sole owner of the general partner, the Reporting Person has the right to appoint the entire board of directors of our general partner, which together with the executive officers of the general partner manage and operate the Issuer.

(3) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-183466).

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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