

Summit Midstream Partners, LP
 Form 3/A
 October 05, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
SUMMIT MIDSTREAM PARTNERS, LLC			(Month/Day/Year)	Summit Midstream Partners, LP [SMLP]	
(Last)	(First)	(Middle)	10/03/2012		
2100 MCKINNEY AVENUE, SUITE 1250,			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		09/27/2012
DALLAS, TX 75201			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		<input type="checkbox"/> Form filed by One Reporting Person
					<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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 (4) (5)	D (1) (2) (3)	^

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

SEC 1473 (7-02)

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.

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 (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	---	---	---

Edgar Filing: Summit Midstream Partners, LP - Form 3/A

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
------------------	-----------------	-------	----------------------------	----------	---------------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT MIDSTREAM PARTNERS, LLC 2100 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201	X	X		
SUMMIT MIDSTREAM GP, LLC C/O SUMMIT MIDSTREAM PARTNERS, LLC 2100 MCKINNEY AVENUE, SUITE 1250 DALLAS, TX 75201		X		
ENERGY CAPITAL PARTNERS II, LLC 51 JOHN F. KENNEDY PARKWAY, SUITE 200 SHORT HILLS, NJ 07078		X		
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

/s/ Steven J. Newby, President and Chief Executive Officer, Summit Midstream Partners, LLC	10/05/2012
**Signature of Reporting Person	Date
/s/ Steven J. Newby, President and Chief Executive Officer, Summit Midstream GP, LLC	10/05/2012
**Signature of Reporting Person	Date
/s/ Christopher M. Leininger, Deputy General Counsel, Energy Capital Partners II, LLC	10/05/2012
**Signature of Reporting Person	Date
.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/ Christopher M. Leininger, Deputy	10/05/2012

Edgar Filing: Summit Midstream Partners, LP - Form 3/A

General Counsel

__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/ Christopher M. Leininger, Deputy General Counsel	10/05/2012
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/ Christopher M. Leininger, Deputy General Counsel	10/05/2012
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/ Christopher M. Leininger, Deputy General Counsel	10/05/2012
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/ Christopher M. Leininger, Deputy General Counsel	10/05/2012

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) This Form 3 is filed jointly by Summit Midstream Partners, LLC ("Summit Investments"), Summit Midstream GP, LLC (the "General Partner"), Energy Capital Partners II, LLC ("ECP"), Energy Capital Partners II, LP ("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"), 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") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-183466) (the "Registration Statement"). ECP is the general partner of the general partner of each of the ECP Funds and has voting and investment control over the securities held thereby.
- (2) As of the effectiveness of the Registration Statement, Summit Investments owns a 98% limited partnership interest in the Issuer. The General Partner owns a 2% general partnership interest in the Issuer and Summit Investments owns all of the membership interests in the General Partner. Accordingly, Summit Investments may be deemed to indirectly beneficially own the securities of the Issuer held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
- (3) ECP and the ECP Funds collectively hold 88.75% of the membership interest in Summit Investments and are entitled to elect four of the five directors of Summit Investments. Accordingly, ECP and the ECP Funds may be deemed to indirectly beneficially own the common units and subordinated units held by Summit Investments but disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- (4) As described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, Summit Investments contributes certain assets to the Issuer and receives (i) 10,029,850 common units, representing a 20.1% limited partner interest in Issuer and (ii) 24,409,850 subordinated units, representing a 49.0% limited partner interest in Issuer, for a combined 69.1% interest in the Issuer. The Issuer also redeems for nominal consideration the current 98% limited partner interest in the Issuer held by Summit Investments. The foregoing gives effect to the exercise by the underwriters of their option to purchase additional shares.
- (5) In connection with the closing of the initial public offering of the Issuer, the General Partner will own approximately 996,320 general partner units, representing its 2.0% general partner interest in the Issuer.

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.