

Summit Midstream Partners, LP
Form SC 13G/A
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed**

Pursuant to § 240.13d-2

**Under the Securities Exchange Act of 1934
(Amendment No. 3)**

SUMMIT MIDSTREAM PARTNERS, LP

(Name of Issuer)

COMMON UNITS REPRESENTING LIMITED PARTNER INTERESTS

(Title of Class of Securities)

866142102

(CUSIP Number)

DECEMBER 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | | |
|--|--|--|--|
| CUSIP No.: 866142102 | | SCHEDULE 13G | |
| 1 | Names of Reporting Persons Summit Midstream Partners, LLC | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | <input type="checkbox"/> | |
| | (b) | <input type="checkbox"/> | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Delaware | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 29,854,581 (1) | |
| | 6 | Shared Voting Power | |
| | 7 | Sole Dispositive Power 29,854,581 (1) | |
| | 8 | Shared Dispositive Power | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 29,854,581 (1) | | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> | | |
| 11 | Percent of Class Represented by Amount in Row (9) 44.9% (2) | | |
| 12 | Type of Reporting Person (See Instructions) OO (limited liability company) | | |

(1) Represents (i) 151,160 common units representing limited partner interests of the Issuer (Common Units) held directly by Summit Midstream Partners, LLC (Summit Investments) and (ii) 29,703,421 Common Units held directly by Summit Midstream Partners Holdings, LLC (Summit Holdings), which include 24,409,850 Common Units acquired as a result of the conversion of subordinated units representing limited partner interests (Subordinated Units) to Common Units on a one-for-one basis after the expiration of the subordination period (as defined in the Issuer's First Amended and Restated Agreement of Limited Partnership (the Partnership Agreement) on February 16, 2016. Summit Investments is the sole member of Summit Holdings.

(2) Based upon 66,472,494 Common Units outstanding as of February 16, 2016, as confirmed by the Issuer after giving effect to the conversion of Subordinated Units to Common Units on a one-for-one basis on February 16, 2016.

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|--|---|--|--|
| CUSIP No.: 866142102 | | SCHEDULE 13G | |
| 1 | Names of Reporting Persons Summit Midstream Partners Holdings, LLC | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | o | |
| | (b) | o | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Delaware | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power | |
| | 6 | Shared Voting Power 29,703,421 (1) | |
| | 7 | Sole Dispositive Power | |
| | 8 | Shared Dispositive Power 29,703,421 (1) | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 29,703,421 (1) | | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o | | |
| 11 | Percent of Class Represented by Amount in Row (9) 44.7% (2) | | |
| 12 | Type of Reporting Person (See Instructions) OO (limited liability company) | | |

(1) Represents 29,703,421 Common Units held directly by Summit Holdings, which include 24,409,850 Common Units acquired as a result of the conversion of Subordinated Units to Common Units on a one-for-one basis after the expiration of the subordination period (as defined in the Partnership Agreement) on February 16, 2016.

(2) Based upon 66,472,494 Common Units outstanding as of February 16, 2016, as confirmed by the Issuer after giving effect to the conversion of Subordinated Units to Common Units on a one-for-one basis on February 16, 2016.

Explanatory Note: The common units representing limited partner interests of the Issuer (Common Units) that are the subject matter of this Schedule 13G (as amended) include 29,854,581 Common Units (the Shared Units) that are the subject matter of a Schedule 13D (as amended), filed on February 1, 2016 by Energy Capital Partners II, LLC, which, through a combination of its parallel and co-investment funds (collectively, the ECP Funds), beneficially owns the Shared Units. 24,409,850 of the Shared Units were acquired by the ECP Funds and the persons filing this Schedule 13G (as amended) as a result of the conversion of Subordinated Units to Common Units on a one-for-one basis after the expiration of the subordination period (as defined in the Issuer s First Amended and Restated Agreement of Limited Partnership (the Partnership Agreement) on February 16, 2016.

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| CUSIP No.: 866142102 | | SCHEDULE 13G | |
| Item 1(a). | | | |
| | | Name of Issuer: Summit Midstream Partners, LP | |
| Item 1(b). | | | |
| | | Address of Issuer's Principal Executive Offices: 1790 Hughes Landing Boulevard, Suite 500 Woodlands, TX 77380 | |
| Item 2(a). | | | |
| | | Name of Person(s) Filing: Summit Midstream Partners, LLC (Summit Investments) Summit Midstream Partners Holdings, LLC (Summit Holdings) | |
| Item 2(b). | | | |
| | | Address of Principal Business Office or, if none, Residence: Principal business office for Summit Investments and Summit Holdings: 1790 Hughes Landing Boulevard, Suite 500 Woodlands, TX 77380 | |
| Item 2(c). | | | |
| | | Citizenship: Summit Investments Delaware Summit Holdings Delaware | |
| Item 2(d). | | | |
| | | Title of Class of Securities: Common units representing limited partner interests | |
| Item 2(e). | | | |
| | | CUSIP Number: 866142102 | |
| Item 3. | | | |
| | | If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: | |
| | | Not applicable. | |

| | |
|--|---------------------|
| CUSIP No.: 866142102 | SCHEDULE 13G |
| Item 4. Ownership: | |
| Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. | |

| | Summit Investments | Summit Holdings |
|---|-----------------------|--------------------|
| (a) Amount beneficially owned: | 29,854,581(1) | 29,703,421(2) |
| (b) Percent of class: | 44.9% (3) | 44.7% (3) |
| (c) Number of shares as to which such person has: | | |
| (i) Sole power to vote or to direct the vote: | 29,854,581(1) | |
| (ii) Shared power to vote or to direct the vote: | | 29,703,421(2) |
| (iii) Sole power to dispose or to direct the disposition of: | 29,854,581(1) | |
| (iv) Shared power to dispose or to direct the disposition of: | | 29,703,421(2) |

(1) Represents (i) 151,160 common units representing limited partner interests of the Issuer (Common Units) held directly by Summit Midstream Partners, LLC (Summit Investments) and (ii) 29,703,421 Common Units held directly by Summit Midstream Partners Holdings, LLC (Summit Holdings), which include 24,409,850 Common Units acquired as a result of the conversion of subordinated units representing limited partner interests (Subordinated Units) to Common Units on a one-for-one basis after the expiration of the subordination period (as defined in the Issuer's First Amended and Restated Agreement of Limited Partnership (the Partnership Agreement) on February 16, 2016. Summit Investments is the sole member of Summit Holdings.

(2) Represents 29,703,421 Common Units held directly by Summit Holdings, which include 24,409,850 Common Units acquired as a result of the conversion of Subordinated Units to Common Units on a one-for-one basis after the expiration of the subordination period (as defined in the Partnership Agreement) on February 16, 2016.

(3) Based upon 66,472,494 Common Units outstanding as of February 16, 2016, as confirmed by the Issuer after giving effect to the conversion of Subordinated Units to Common Units on a one-for-one basis on February 16, 2016.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

SUMMIT MIDSTREAM PARTNERS, LLC
a Delaware limited liability company

By: /s/ Brock M. Degeyter
Brock M. Degeyter
Executive Vice President, General Counsel and Chief
Compliance Officer

SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC
a Delaware limited liability company

By: /s/ Brock M. Degeyter
Brock M. Degeyter
Executive Vice President, General Counsel and Chief
Compliance Officer