

Edgar Filing: Dominion Energy Midstream Partners, LP - Form S-8 POS

Dominion Energy Midstream Partners, LP  
Form S-8 POS  
January 28, 2019

As filed with the Securities and Exchange Commission on January 28, 2019

Registration No. 333-199501

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Dominion Energy Midstream Partners, LP**

**(Exact name of registrant as specified in its charter)**

**Dominion Midstream Partners, LP 2014 Long-Term Incentive Plan**

**(Full title of plan)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**46-5135781**  
**(I.R.S. Employer**  
**Identification No.)**

**120 Tredegar Street**

**Richmond, Virginia 23219**

**(804) 819-2000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Carlos M. Brown, Esq.**

**Senior Vice President and General Counsel**

**Dominion Energy Midstream Partners, LP**

**120 Tredegar Street**

**Richmond, Virginia 23219**

**(804) 819-2000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement (File No. 333-199501) filed on Form S-8 by the Registrant with the Securities and Exchange Commission on October 21, 2014, which registered 3,000,000 common units representing limited partner interests of the Registrant issuable pursuant to the Dominion Midstream Partners, LP 2014 Long-Term Incentive Plan (the Registration Statement ).

On January 28, 2019, pursuant to an Agreement and Plan of Merger, dated as of November 26, 2018, by and among the Registrant, Dominion Energy, Inc. ( Dominion Energy ), Tredegar Street Merger Sub, LLC, an indirect, wholly owned subsidiary of Dominion Energy ( Merger Sub ), and Dominion Energy Midstream GP, LLC, the general partner of the Registrant, Merger Sub merged with and into the Registrant with the Registrant surviving as an indirect, wholly owned subsidiary of Dominion Energy (the Merger ). As a result of the Merger, any offerings pursuant to the Registration Statement have been terminated.

In accordance with the undertakings made by the Registrant in the Registration Statement, the Registrant hereby removes from registration any of the securities of the Registrant registered under the Registration Statement that remain unsold under the Registration Statement as of the filing date of this Post-Effective Amendment No. 1.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on January 28, 2019.

**Dominion Energy Midstream Partners, LP**

By: Dominion Energy Midstream GP,  
LLC, its  
general partner

By: /s/ James R. Chapman  
Name: James R. Chapman  
Title: Executive Vice President, Chief  
Financial  
Officer and Treasurer

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.