

Summit Midstream Partners, LP  
Form 8-K  
September 09, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **September 4, 2014**

## Summit Midstream Partners, LP

(Exact name of registrant as specified in its charter)

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

**001-35666**  
(Commission  
File Number)

**45-5200503**  
(IRS Employer  
Identification No.)

**2100 McKinney Avenue**

**Suite 1250**  
**Dallas, Texas 75201**

(Address of principal executive office) (Zip Code)

**(214) 242-1955**

(Registrants telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

*Underwriting Agreement*

On September 4, 2014, Summit Midstream Partners, LP (the Partnership ) entered into an underwriting agreement (the Underwriting Agreement ), by and among the Partnership, Summit Midstream GP, LLC (the General Partner ), Summit Midstream Holdings, LLC (the Operating Company, and together with the Partnership and the General Partner, the Partnership Parties ), Summit Midstream Partners Holdings, LLC (the Selling Unitholder ) and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the representative of the several underwriters named therein (the Underwriters ), providing for the offer and sale (the Offering ) by the Selling Unitholder of 4,347,826 Common Units, at a price to the public of \$53.88 per Common Unit (\$52.05 per Common Unit, net of underwriting discounts). Pursuant to the Underwriting Agreement, the Selling Unitholder also granted the Underwriters an option for a period of 30 days to purchase up to an additional 652,173 Common Units, if any, on the same terms.

The material terms of the Offering are described in a prospectus, dated September 4, 2014 (the Prospectus ), filed by the Partnership with the United States Securities and Exchange Commission (the Commission ) on September 5, 2014, pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the Securities Act ). The Offering is registered with the Commission pursuant to a Registration Statement on Form S-3, as amended (File No. 333-191493), which was declared effective by the Commission on November 8, 2013. Certain legal opinions relating to the Offering are filed herewith as Exhibit 8.1.

The Underwriting Agreement contains customary representations, warranties and agreements of the Partnership Parties and the Selling Unitholder, and customary conditions to closing, obligations of the parties and termination provisions. The Partnership Parties and the Selling Unitholder have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Offering closed on September 9, 2014. The Partnership will not receive any of the proceeds from the Offering.

As more fully described under the caption Underwriting in the Prospectus, certain of the Underwriters have in the past provided and may from time to time in the future provide commercial banking, investment banking and advisory services in the ordinary course of their business for the Selling Unitholder, the Partnership Parties and their respective affiliates for which they have received and in the future will be entitled to receive, customary fees and reimbursement of expenses.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

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<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 4, 2014, among the Partnership, the General Partner, the Operating Company, the Selling Unitholder and the Underwriters named therein.
8.1	Opinion of Latham & Watkins LLP relating to tax matters.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 8.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Summit Midstream Partners, LP**

By: Summit Midstream GP, LLC,  
its general partner

Dated: September 9, 2014

By: /s/ Matthew S. Harrison  
Name: Matthew S. Harrison  
Title: Senior Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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