

Summit Midstream Partners, LP
 Form 4
 March 19, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC

2. Issuer Name and Ticker or Trading Symbol
Summit Midstream Partners, LP [SMLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
SEE REMARKS

C/O SUMMIT MIDSTREAM PARTNERS LP, 2100 MCKINNEY AVENUE, SUITE 1250

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 03/17/2014 | | S | | 5,050,000 | D | \$ 37.4325 <u>(1)</u> |
| | | | | | 9,641,397 | D | |

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

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | X | X | | SEE REMARKS |
| 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 | 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 | | | X | |

SHORT HILLS, NJ 07078

ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP
 51 JOHN F. KENNEDY PARKWAY, SUITE 200 X
 SHORT HILLS, NJ 07078

Energy Capital Partners II (Summit Co-Invest), LP
 51 JOHN F. KENNEDY PARKWAY, SUITE 200 X
 SHORT HILLS, NJ 07078

Signatures

/s/ Brock M. Degeyter, Senior Vice President, General Counsel and Secretary, Summit Midstream Partners Holdings, LLC 03/19/2014

__Signature of Reporting Person Date

/s/ Steven J. Newby, President and Chief Executive Officer, Summit Midstream Partners, LLC 03/19/2014

__Signature of Reporting Person Date

/s/ Steven J. Newby, President and Chief Executive Officer, Summit Midstream GP, LLC 03/19/2014

__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 General Counsel 03/19/2014

__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 03/19/2014

__Signature of Reporting Person Date

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 03/19/2014

__Signature of Reporting Person Date

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 03/19/2014

__Signature of Reporting Person Date

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 03/19/2014

__Signature of Reporting Person Date

/s/ Christopher M. Leininger, Deputy General Counsel, Energy Capital Partners II, LLC 03/19/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

On March 17, 2014, (a) the Issuer sold 5,300,000 common units representing limited partner interests in the Issuer ("Common Units") and Summit Midstream Partners Holdings, LLC ("SMPH") sold 5,050,000 Common Units, including 1,350,000 Common Units sold pursuant to the underwriters option to purchase additional Common Units, in a public underwritten offering; and (b) the general partner of the Issuer, of which SMPH is the sole owner, purchased 109,198 general partner units to maintain its 2.0% general partner interest in the Issuer.

Remarks:

Energy Capital Partners II, LLC ("ECP"), Energy Capital Partners II, LP ("ECP II"), Energy Capital Partners II-A, LP ("ECP I

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.