

SUMMIT MIDSTREAM PARTNERS, LLC
 Form 4
 March 26, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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, 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)
 1790 HUGHES LANDING BLVD., SUITE 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/22/2019

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

THE WOODLANDS, TX 77380

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

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Units (Limited Partner Interests) | 03/22/2019 | | A | 8,750,000 | A | U | 34,604,581 |

BY: SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC

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

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.

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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 Owned Beneficially (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, LLC 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380 | X | X | | |
| SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380 | X | X | | |

Signatures

Summit Midstream Partners, LLC By: /s/ Brock M. Degeyter Title: Executive Vice President, General Counsel and Chief Compliance Officer 03/26/2019
 **Signature of Reporting Person Date

Summit Midstream Partners Holdings, LLC By: /s/ Brock M. Degeyter Title: Executive Vice President, General Counsel and Chief Compliance Officer 03/26/2019
 **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).

(1) On March 22, 2018, pursuant to that certain Equity Restructuring Agreement dated as of February 25, 2019, between Summit Midstream Partners, LP (the "Partnership"), Summit Midstream GP, LLC (the "General Partner") and Summit Midstream Partners Holdings, LLC ("SMPH"), the incentive distribution rights and the approximately 2% general partner interest in the Partnership were converted into 8,750,000 newly issued common units of the Partnership and a non-economic general partner interest in the Partnership. Immediately following the issuance of the 8,750,000 common units, the General Partner distributed the units to its sole member, SMPH. The sole member of SMPH is Summit Midstream Partners, LLC.

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.