

**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): **March 18, 2014**

Summit Midstream Partners, LP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-35666

(Commission
File Number)

45-5200503

(IRS Employer
Identification No.)

**2100 McKinney Avenue
Suite 1250**

Dallas, Texas 75201

(Address of principal executive offices) (Zip Code)

Registrants' telephone number, including area code: **(214) 242-1955**

Not applicable.

(Former name or former address, if changed since last report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

Red Rock Gathering Acquisition

On March 18, 2014, Summit Midstream Partners, LP ("SMLP" or the "Partnership") closed its acquisition of Red Rock Gathering Company, LLC ("Red Rock Gathering"). SMLP acquired Red Rock Gathering from Summit Midstream Partners Holdings, LLC ("SMP Holdings") for aggregate consideration of \$305.0 million, subject to customary working capital adjustments (the "Red Rock Acquisition"). The Red Rock Acquisition was financed with the net proceeds from SMLP's primary equity offering of 5.3 million common units and borrowings under SMLP's revolving credit facility.

Red Rock Gathering was formed by Summit Midstream Partners, LLC to hold certain natural gas gathering assets that serve exploration and production customers in the Piceance Basin (the "Red Rock Gathering system"). Red Rock Gathering is a natural gas gathering and processing system located in the Piceance Basin in western Colorado and eastern Utah with approximately 1,480 miles of low-pressure and high-pressure pipeline, 54,000 horsepower of compression and two processing plants with 50 MMcf/d of processing capacity. The system gathers and processes natural gas, primarily under fee-based contracts, for more than 55 producer customers. Natural gas on the Red Rock Gathering system interconnects with downstream pipelines serving Enterprise Products Partners L.P.'s ("Enterprise") Meeker Natural Gas Processing Plant, Williams Partners L.P.'s Northwest Pipeline system, and Kinder Morgan Energy Partners L.P.'s TransColorado Pipeline system. Processed natural gas liquids from the Red Rock Gathering system are injected into Enterprise's Mid-America Pipeline system.

Red Rock Gathering's largest customers include subsidiaries of WPX Energy, Inc., Encana Corporation, Noble Energy, Inc., Black Hills Corporation, Piceance Energy LLC, and Ursa Resources Group II LLC. For the year ended December 31, 2013, volume throughput on the Red Rock Gathering system averaged 148 MMcf/d and more than 80.0% of its revenue was generated from fee-based services.

SMP Holdings owns a 56.8% limited partner interest in SMLP and a 100% ownership interest in Summit Midstream GP, LLC, the general partner of SMLP (the "General Partner"). The terms of the Red Rock Acquisition were approved by the board of directors of the General Partner and by the board's conflicts committee, which consists entirely of independent directors. The conflicts committee engaged Evercore Partners to act as its independent financial advisor and to render a fairness opinion, and Akin Gump Strauss Hauer & Feld, LLP acted as its legal advisor.

A copy of the press release announcing the Red Rock Acquisition is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On March 18, 2014, SMLP issued a press release announcing the completion of the Red Rock Acquisition. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information furnished pursuant to Item 7.01 shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(a) — (b) Financial statements of businesses acquired; Pro forma financial information.

Pursuant to Item 9.01(a)(4) and Item 9.01(b)(2) of Form 8-K, the Partnership will amend this filing on or before June 1, 2014 to file the financial statements required by Rule 3-05(b) of Regulation S-X and Article 11 of Regulation S-X.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release of Summit Midstream Partners, LP, dated as of March 18, 2014

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

(Registrant)

By: Summit Midstream GP, LLC (its general partner)

/s/ Matthew S. Harrison

Matthew S. Harrison, Senior Vice President and Chief Financial Officer

Date: March 21, 2014

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release of Summit Midstream Partners, LP, dated as of March 18, 2014



Summit Midstream Partners, LP
 2100 McKinney Avenue; Suite 1250
 Dallas, Texas 75201

Summit Midstream Partners, LP Announces Closing of Red Rock Drop Down Acquisition

Dallas, Texas (March 18, 2014) - Summit Midstream Partners, LP (NYSE: SMLP) today announced that its wholly owned subsidiary, Grand River Gathering, LLC ("Grand River"), has closed the previously announced acquisition of Red Rock Gathering Company, LLC ("Red Rock") from a subsidiary of Summit Midstream Partners, LLC ("Summit Investments") for total cash consideration of \$305.0 million, subject to customary working capital adjustments. The Red Rock drop down was financed with the net proceeds from SMLP's primary equity offering of 5.3 million common units and borrowings under SMLP's revolving credit facility.

Red Rock is a natural gas gathering and processing system located in the Piceance Basin in western Colorado and eastern Utah with approximately 1,480 miles of low-pressure and high-pressure pipeline, 54,000 horsepower of compression and two processing plants with 50 MMcf/d of processing capacity. The Red Rock system gathers and processes natural gas, primarily under fee-based contracts, for more than 55 producer customers. Natural gas on the Red Rock system interconnects with downstream pipelines serving Enterprise Products Partners L.P.'s ("Enterprise") Meeker Natural Gas Processing Plant, Williams Partners L.P.'s Northwest Pipeline system, and Kinder Morgan Energy Partners L.P.'s TransColorado Pipeline system. Processed natural gas liquids from the Red Rock system are injected into Enterprise's Mid-America Pipeline system.

Red Rock's largest customers include subsidiaries of WPX Energy, Inc., Encana Corporation, Noble Energy, Inc., Black Hills Corporation, Piceance Energy LLC, and Ursa Resources Group II LLC. For the year ended December 31, 2013, volume throughput on the Red Rock system averaged 148 MMcf/d and more than 80.0% of its revenue was generated from fee-based services.

Pro forma for the Red Rock drop down, SMLP will continue to generate more than 90.0% of its revenue under long-term, fee-based contracts and will have over 4.2 Tcf of minimum volume commitments through 2026.

The terms of the Red Rock drop down transaction were approved by the board of directors of SMLP's general partner and by the board's conflicts committee, which consists entirely of independent directors. The conflicts committee engaged Evercore Partners to act as its independent financial advisor and to render a fairness opinion, and Akin Gump Strauss Hauer & Feld, LLP acted as its legal advisor.

Because of the common control aspects in a drop down transaction, the Red Rock acquisition is deemed a transaction between entities under common control and, as such, will be accounted for on an "as if pooled" basis for all periods in which common control existed. As a result, SMLP's financial results will retrospectively include Red Rock's financial results for all periods ending after October 23, 2012.

About Summit Midstream Partners, LP

SMLP is a growth-oriented limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in the core producing areas of unconventional resource basins, primarily shale formations, in North America. SMLP currently provides natural gas gathering, treating and compression services pursuant to long-term, primarily fee-based natural gas gathering agreements with our customers and counterparties in four unconventional resource basins: (i) the Appalachian Basin, which includes the Marcellus Shale formation in northern West Virginia; (ii) the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota; (iii) the Fort Worth Basin, which includes the Barnett Shale formation in north-central Texas; and (iv) the Piceance Basin, which includes the Mesaverde formation as well as the Mancos and Niobrara shale formations in western Colorado. SMLP owns and operates 2,285 miles of pipeline and 236,580 horsepower of compression. SMLP is headquartered in Dallas, TX with regional corporate offices in Houston, TX, Denver, CO and Atlanta, GA.

Forward-Looking Statements

This press release includes certain statements concerning expectations for the future that are forward-looking within the meaning of the federal securities laws. Forward-looking statements contain known and unknown risks and uncertainties (many of which are difficult to predict and beyond management's control) that may cause our

actual results in future periods to differ materially from anticipated or projected results. An extensive list of specific material risks and uncertainties affecting us is contained in our 2013 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 10, 2014 and as amended and updated from time to time. Any forward-looking statements in this press release are made as of the date of this press release and SMLP undertakes no obligation to update or revise any forward-looking statements to reflect new information or events.

Contact: Marc Stratton, Vice President and Treasurer, 214-242-1966, ir@summitmidstream.com

SOURCE: Summit Midstream Partners, LP

EX 99.1-2