

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

AMENDMENT NO. 2

to

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

Summit Midstream Partners, LP

(Name of Subject Company and Filing Person (Issuer))

9.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units
(Title of Class of Securities)

866142AA0

(CUSIP Number of Class of Securities)

James D. Johnston

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Houston, Texas 77002

(832) 413-4770

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$25,000,000	\$2,727.50

* Estimated solely for the purpose of calculating the registration fee. The transaction valuation is based on the offer to purchase for not more than \$25,000,000 in aggregate of up to 75,075 Series A Preferred Units. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for fiscal year 2021 equals \$109.10 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,727.50

Filing Party: Summit Midstream Partners, LP

Form or Registration No.: Schedule TO-I

Date Filed: November 10, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.**
- issuer tender offer subject to Rule 13e-4.**
- going-private transaction subject to Rule 13e-3.**
- amendment to Schedule 13D under Rule 13d-2.**

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 2 (the “**Amendment No. 2**”) amends and supplements the Tender Offer Statement on Schedule TO-I (the “**Schedule TO-I**”), originally filed with the Securities and Exchange Commission on November 10, 2020 by Summit Midstream Partners, LP (the “**Partnership**”), as amended by the Amendment No. 1 to Schedule TO-I filed on November 24, 2020 (the “**Amendment No. 1**”), relating to the offer (the “**Tender Offer**”) by the Partnership to purchase for cash up to \$25,000,000.00 aggregate purchase price of the Partnership’s 9.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the “**Series A Preferred Units**” or “**units**”), on the terms and subject to the conditions set forth in the Offer to Purchase, dated November 10, 2020 (as it may be supplemented and amended from time to time, the “**Offer to Purchase**”) and in the related letter of transmittal (as it may be supplemented and amended from time to time, the “**Letter of Transmittal**” and, together with the Offer to Purchase and the Schedule TO-I, the “**Offering Documents**”).

Among other things, this Amendment No. 2 is being filed to (i) extend the expiration date (the “**Expiration Date**”) of the Tender Offer to 11:59 p.m., New York City time, on Wednesday, December 23, 2020 and (ii) reflect an increase in the consideration for the Series A Preferred Units tendered and accepted for purchase pursuant to the Tender Offer (the “**Per Unit Purchase Price**”) from \$250.00 per Series A Preferred Unit to \$333.00 per Series A Preferred Unit. Except as specifically provided herein and in the Amendment No. 1, the information contained in the Offering Documents remains unchanged by this Amendment No. 2. You should read this Amendment No. 2 together with the Offering Documents and the Amendment No. 1.

Items 1 through 9.

Amendments to the Offer to Purchase and the Letter of Transmittal

1. References to the Expiration Date in the Offer to Purchase and the Letter of Transmittal are hereby amended and replaced with Wednesday, December 23, 2020.
2. References to the Per Unit Purchase Price of \$250.00 per Series A Preferred Unit tendered and accepted for purchase pursuant to the Tender Offer are hereby amended and replaced with \$333.00 per Series A Preferred Unit, and any calculations using an assumed Per Unit Purchase Price of \$250.00 per Series A Preferred Unit shall now reflect a Per Unit Purchase Price of \$333.00 per Series A Preferred Unit.

Item 11. *Additional Information.*

Item 11 of the Schedule TO-I is hereby amended and supplemented by adding the following:

1. As of December 9, 2020, based on information provided by D.F. King & Co., Inc., the tender and information agent of the Tender Offer, 24,257 Series A Preferred Units had been validly tendered and not properly withdrawn in the Tender Offer.
2. On December 10, 2020, the Partnership issued a press release announcing the extension of the Expiration Date. A copy of that press release is filed as Exhibit (a)(5)(i) hereto and is incorporated by reference into Item 11 of this Schedule TO-I.

Item 12. *Exhibits.*

Item 12 of the Schedule TO-I is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit</u>	<u>Description</u>
(a)(5)(i)	Press Release, dated December 10, 2020 (Incorporated by reference to Exhibit 99.1 to the Partnership’s Current Report on Form 8-K filed on December 10, 2020).

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 10, 2020

Summit Midstream Partners, LP

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

/s/ Marc D. Stratton

Marc D. Stratton, Executive Vice President and Chief
Financial Officer