

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

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**SUMMIT MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

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

**910 Louisiana Street, Suite 4200**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**45-5200503**  
(I.R.S. Employer  
Identification No.)

**77002**  
(Zip Code)

**Summit Midstream Partners, LP 2022 Long-Term Incentive Plan**

(Full title of the plan)

**James D. Johnston**  
**Summit Midstream Partners, LP**  
**910 Louisiana Street, Suite 4200**  
**Houston, Texas 77002**

(Name and address of agent for service)

**(832) 413-4770**

(Telephone number, including area code, of agent for service)

**Copies to:**

Julian J. Seiguer, P.C.  
Anthony L. Sanderson  
Kirkland & Ellis LLP  
609 Main Street  
Houston, Texas 77002  
(713) 836-3600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) relates to common units representing limited partner interests (“Common Units”) in Summit Midstream Partners, LP, a Delaware limited partnership (the “Registrant”), issuable in respect of awards granted under the Summit Midstream Partners, LP 2022 Long-Term Incentive Plan (as amended from time to time, the “Plan”), and is being filed by the Registrant, pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 750,000 Common Units pursuant to the Plan. Effective as of May 16, 2024, the Board of Directors of Summit Midstream GP, LLC, a Delaware limited liability company (the “General Partner”), the general partner of the Registrant, approved and adopted the First Amendment (the “Amendment”) to the Plan. The Amendment amends the Plan to increase the number of Common Units that may be delivered with respect to awards granted under the Plan by 750,000. On June 27, 2022, the Registrant filed a Registration Statement on Form S-8 (No. 333-265857) registering 1,000,000 Common Units for issuance under the Plan (the “Prior Registration Statement”). The Prior Registration Statement is currently effective. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents filed with the Securities and Exchange Commission (the “Commission”) by the Registrant are hereby incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (1) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed on March 15, 2024 (the “2023 Form 10-K”);
- (2) the information included in the Registrant’s Definitive Proxy Statement on Schedule 14A for the Registrant’s 2024 Annual Meeting of Limited Partners, filed on April 9, 2024, to the extent incorporated by reference in Part III of the 2023 Form 10-K;
- (3) the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed on May 6, 2024;
- (4) the Registrant’s Current Reports on Form 8-K filed on March 22, 2024, May 10, 2024, May 22, 2024, June 3, 2024, and June 7, 2024, and on Form 8-K/A filed on March 28, 2024; and
- (5) the description of the Registrant’s Common Units contained in the Registrant’s Registration Statement on Form 8-A, filed on September 26, 2012, as updated by the description of the Registrant’s Common Units contained in Exhibit 4.1 to Amendment No. 1 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed on April 26, 2021, and any subsequent amendments or reports filed for the purpose of updating that description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or

supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

***Summit Midstream Partners, LP***

Subject to any terms, conditions or restrictions set forth in the Fourth Amended and Restated Agreement of Limited Partnership of the Registrant, dated as of May 28, 2020 (as amended, the “Partnership Agreement”), Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever.

Under the Partnership Agreement, the Registrant will indemnify the following persons, in most circumstances, to the fullest extent permitted by law, from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts arising from any and all claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, and whether formal or informal and including appeals:

- the General Partner;
- any departing general partner;
- any person who is or was an affiliate of the General Partner or any departing general partner;
- any person who is or was a manager, managing member, general partner, director, officer, fiduciary or trustee of the Registrant, its subsidiaries, the General Partner or any departing general partner or any of their affiliates;
- any person who is or was serving at the request of the General Partner or any departing general partner or any of their respective affiliates as a manager, managing member, general partner, director, officer, fiduciary or trustee of another person owing a fiduciary duty to the Registrant or any of its subsidiaries (except by reason of providing, on a fee-for-services basis, trustee, fiduciary or custodial services); and
- any person designated by the General Partner.

Any indemnification described above will be made only out of the Registrant’s assets. The General Partner will not be personally liable for such indemnification and will have no obligation to contribute or loan any monies or property to the Registrant to enable it to effectuate such indemnification.

The Registrant may purchase insurance covering persons against liabilities asserted against and expenses incurred in connection with their activities on behalf of the Registrant, regardless of whether the Registrant would have the power to indemnify such person against such liabilities under the Partnership Agreement.

***Summit Midstream GP, LLC***

Subject to any terms, conditions or restrictions set forth in the Second Amended and Restated Limited Liability Company Agreement of the General Partner, dated as of May 28, 2020 (the “General Partner LLC Agreement”), Section 18-108 of the Delaware Limited Liability Company Act empowers a Delaware limited

liability company to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

Under the General Partner LLC Agreement, the General Partner will indemnify the following persons, in most circumstances, to the fullest extent permitted by law, from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts arising from any and all claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, and whether formal or informal and including appeals:

- any member of the General Partner;
- any person who is or was an affiliate of the General Partner (other than the Registrant and its subsidiaries);
- any person who is or was a member, partner, director, officer, fiduciary or trustee of the General Partner or any affiliate of the General Partner (other than the Registrant and its subsidiaries);
- any person who is or was serving, at the request of the General Partner or any affiliate of the General Partner, as an officer, director, member, manager, partner, fiduciary or trustee of another person (except by reason of providing, on a fee-for-services basis, trustee, fiduciary or custodial services); and
- any person designated by the board of directors of the General Partner.

Any indemnification described above will be made only out of the General Partner's assets. The members of the General Partner will not be personally liable for such indemnification and will have no obligation to contribute or loan any monies or property to the General Partner to enable it to effectuate such indemnification.

The General Partner has purchased insurance covering its officers and directors against liabilities asserted and expenses incurred in connection with their activities as officers and directors of the General Partner or any of its direct or indirect subsidiaries.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">Fourth Amended and Restated Agreement of Limited Partnership of Summit Midstream Partners, LP, dated May 28, 2020 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed June 2, 2020 (Commission File No. 001-35666)).</a>
4.2	<a href="#">First Amendment to Fourth Amended and Restated Agreement of Limited Partnership of Summit Midstream Partners, LP, dated February 23, 2023 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed March 1, 2023 (Commission File No. 001-35666)).</a>
4.3	<a href="#">Second Amended and Restated Limited Liability Company Agreement of Summit Midstream GP, LLC, dated May 28, 2020 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed June 2, 2020 (Commission File No. 001-35666)).</a>
4.4	<a href="#">Certificate of Limited Partnership of Summit Midstream Partners, LP (incorporated herein by reference to Exhibit 3.1 to the Registrant's Form S-1 Registration Statement dated August 21, 2012 (Commission File No. 333-183466)).</a>
4.5	<a href="#">Certificate of Formation of Summit Midstream GP, LLC (incorporated herein by reference to Exhibit 3.4 to the Registrant's Form S-1 Registration Statement dated August 21, 2012 (Commission File No. 333-183466)).</a>
4.6	<a href="#">Summit Midstream Partners, LP 2022 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 24, 2022 (Commission File No. 001-35666)).</a>
4.7	<a href="#">First Amendment to the Summit Midstream Partners, LP 2022 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed May 22, 2024 (Commission File No. 001-35666)).</a>
5.1*	<a href="#">Opinion of Kirkland &amp; Ellis LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23.2*	<a href="#">Consent of Kirkland &amp; Ellis LLP (contained in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the

foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" table in the effective Registration Statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 21, 2024.

### SUMMIT MIDSTREAM PARTNERS, LP

By: Summit Midstream GP, LLC, its general partner

By: /s/ WILLIAM J. MAULT  
William J. Mault  
*Executive Vice President and Chief Financial Officer*

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints J. Heath Deneke, William J. Mault and James D. Johnston, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 21, 2024.

Signature

Title

/s/ J. HEATH DENEKE

J. Heath Deneke

President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)

/s/ WILLIAM J. MAULT

William J. Mault

Executive Vice President and Chief Financial Officer (Principal Financial Officer)

/s/ MATTHEW B. SICINSKI

Matthew B. Sicinski

Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)

/s/ JAMES J. CLEARY

James J. Cleary

Director

/s/ LEE JACOBE

Lee Jacobe

Director

/s/ ROBERT J. MCNALLY

Robert J. McNally

Director

/s/ ROMMEL M. OATES

Rommel M. Oates

Director

/s/ JERRY L. PETERS

Jerry L. Peters

Director

/s/ MARGUERITE WOUNG-CHAPMAN

Marguerite Woung-Chapman

Director



**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Summit Midstream Partners, LP**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Units representing limited partner interests	Other(1)	750,000(2)	\$31.78(1)	\$23,835,000	\$0.00014760	\$3,519
<b>Total Offering Amounts</b>					\$23,835,000		\$3,519
<b>Total Fee Offsets</b>							N/A
<b>Net Fee Due</b>							\$3,519

- (1) Calculated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"); this price is equal to the average of the high and low prices of the common units representing limited partner interests in Summit Midstream Partners, LP ("Common Units") as reported on the New York Stock Exchange on June 14, 2024.
- (2) Represents Common Units issuable in respect of awards granted under the Summit Midstream Partners, LP 2022 Long-Term Incentive Plan (as amended from time to time, the "Plan"). Pursuant to Rule 416(a) under the Securities Act, this Registration Statement also covers an indeterminate number of additional Common Units as may become issuable under the Plan as a result of any common unit splits, non-cash distributions or other similar transactions pursuant to the adjustment or antidilution provisions thereof.

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street  
Houston, TX 77002  
United States

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[www.kirkland.com](http://www.kirkland.com)

Facsimile:  
+1 713 836 3601

June 21, 2024

Summit Midstream Partners, LP  
910 Louisiana Street, Suite 4200  
Houston, Texas 77002

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special legal counsel to Summit Midstream Partners, LP, a Delaware limited partnership (the "Partnership"), in connection with the preparation of the Registration Statement on Form S-8 (as amended or supplemented, the "Registration Statement") to be filed by the Partnership with the Securities and Exchange Commission (the "Commission") on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), by the Partnership of the offer of an aggregate of up to 750,000 common units representing limited partner interests of the Partnership ("Common Units") that may be issued from time to time pursuant to the Summit Midstream Partners, LP 2022 Long-Term Incentive Plan (as amended from time to time, the "Plan").

For purposes of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the corporate and organizational documents of the Partnership, (ii) minutes and records of the corporate proceedings of the Partnership with respect to the Registration Statement, (iii) the Plan, and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Partnership, and the due authorization, execution and delivery of all documents by the parties thereto other than the Partnership. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Partnership.

Based upon and subject to the assumptions, qualifications and limitations identified in this opinion, we are of the opinion that the Common Units have been duly authorized, and, when issued pursuant to and in accordance with the Plan, the Common Units will be validly issued, fully paid and nonassessable.

Our advice on every legal issue addressed in this opinion is based exclusively on the Revised Uniform Limited Partnership Act of the State of Delaware (the "DRULPA").

For purposes of rendering our opinions expressed above, we have assumed that (i) the Registration Statement remains effective during the offer and issuance of the Common Units, (ii) at the time of the issuance and delivery of each Common Unit (x) there will not have occurred any change in law affecting the validity, legally binding character or enforceability of such Common Unit and (y) the issuance and delivery of such Common Unit,

# KIRKLAND & ELLIS LLP

Summit Midstream Partners, LP  
June 21, 2024  
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the terms of such Common Unit and compliance by the Partnership with the terms of such Common Unit will not violate any applicable law, any agreement or instrument then binding upon the Partnership or any restriction imposed by any court or governmental body having jurisdiction over the Partnership.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance of the Common Units.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date that the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion should the DRULPA be changed by legislative action, judicial decision or otherwise after the date hereof.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 15, 2024 relating to the financial statements of Summit Midstream Partners, LP and the effectiveness of Summit Midstream Partners, LP's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Summit Midstream Partners, LP for the year ended December 31, 2023.

*/s/ Deloitte & Touche LLP*

Houston, Texas

June 21, 2024