
**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): **June 5, 2013**

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)

45-520503
(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 8.01 Other Events.

On June 5, 2013, Summit Midstream Partners, LP (the “Partnership”) issued a press release regarding the launch of a private offering of \$300,000,000 aggregate principal amount of senior notes (the “Notes”) to be issued by Summit Midstream Holdings, LLC, a direct, wholly owned subsidiary of the Partnership (“Summit Holdings”), and Summit Midstream Finance Corp., a direct, wholly-owned subsidiary of Summit Holdings. A copy of the press release is attached as Exhibit 99.1 to this report on Form 8-K and is incorporated by reference herein. As of the three months ended March 31, 2013 and the year ended December 31, 2012, on a pro forma basis to give effect to the Notes offering, the Partnership would have had a pro forma ratio of earnings to fixed charges of 2.05 and 1.70, respectively. Please see Exhibit 12.1 filed herewith for our definition of ratio of earnings to fixed charges.

The Notes are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States only to non-U.S. investors pursuant to Regulation S. The Notes will not initially be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from the registration requirements of the Securities Act or in a transaction that is not subject to the registration requirements of the Securities Act or any state securities laws.

This report shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
12.1	Computation of Ratio of Earnings to Fixed Charges
99.1	Press release of Summit Midstream Partners, LP, dated as of June 5, 2013

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)

Date: June 5, 2013

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

EXHIBIT INDEX

Exhibit Number	Description
12.1	Computation of Ratio of Earnings to Fixed Charges
99.1	Press release of Summit Midstream Partners, LP, dated as of June 5, 2013

Summit Midstream Partners, LP
Ratio of Earnings to Fixed Charges

	Three Months Ended March 31,		Year Ended December 31,		
	2013	2012	2012	2011	2010
	(unaudited)				
	(dollars in thousands)				
Earnings					
Income before income taxes	\$ 12,661	\$ 7,726	\$ 42,408	\$ 38,646	\$ 8,296
Add (deduct):					
Fixed charges	2,437	5,543	15,791	6,579	70
Capitalized interest	(493)	(1,321)	(2,784)	(3,362)	—
Total Earnings	<u>\$ 15,098</u>	<u>\$ 13,269</u>	<u>\$ 58,199</u>	<u>\$ 45,225</u>	<u>\$ 8,366</u>
Fixed Charges					
Interest expense	\$ 1,880	\$ 4,177	\$ 12,766	\$ 3,054	\$ —
Capitalized interest	493	1,321	2,784	3,362	—
Estimate of interest within rental expense	64	45	241	163	70
Total Fixed Charges	<u>\$ 2,437</u>	<u>\$ 5,543</u>	<u>\$ 15,791</u>	<u>\$ 6,579</u>	<u>\$ 70</u>
Ratio of Earnings to Fixed Charges	6.20	2.39	3.69	6.87	119.51

For purposes of this presentation, earnings represent income before income taxes adjusted for fixed charges and capitalized interest. Fixed charges consist of interest expensed and capitalized, amortization of deferred loan costs and an estimate of interest in rent expense.



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

Summit Midstream Partners, LP Announces \$300 Million Offering of Senior Notes

Dallas, Texas (June 5, 2013) — Summit Midstream Partners, LP (NYSE: SMLP) announced today that its wholly-owned subsidiary Summit Midstream Holdings, LLC (“Summit Holdings”) and Summit Holdings’ wholly-owned subsidiary Summit Midstream Finance Corp. (“Finance Corp.” and together with Summit Holdings, the “Issuers”) intend to offer, subject to market and other conditions, \$300 million in aggregate principal amount of senior unsecured notes due 2021 (the “notes”).

Summit Holdings will use the net proceeds from this offering to repay a portion of outstanding borrowings under its revolving credit facility.

The notes will be offered and sold to qualified institutional buyers under Rule 144A and outside the United States to non-U.S. persons in compliance with Regulation S of the Securities Act of 1933, as amended (the “Securities Act”).

The notes have not been registered under the Securities Act, or the securities laws of any other jurisdiction. Unless they are registered, the notes may be offered only in transactions that are exempt from registration under the Securities Act or the securities laws of any other jurisdiction.

This press release does not constitute an offer to sell or a solicitation of an offer to purchase the notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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 SMLP is contained in its 2012 Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 18, 2013 and other documents and reports filed from time to time with the SEC. 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.

SOURCE: Summit Midstream Partners, LP

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