
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

**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 12, 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)

45-5200503
(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))
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Item 7.01 Regulation FD.

On June 12, 2013, Summit Midstream Partners, LP (the "Partnership") issued a press release announcing the pricing of the previously announced 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 furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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 8.01 Other Events.

On June 5, 2013, the Partnership filed a Form 8-K (the "Original 8-K") with respect to the launch of the Notes offering. The Original 8-K included the Partnership's pro forma ratio of earnings to fixed charges for the three months ended March 31, 2013 and the year ended December 31, 2012 and filed an Exhibit 12.1 relating to the Partnership's computation of the ratio of earnings to fixed charges for the three months ended March 31, 2013 and 2012 and the years ended December 31, 2012, 2011 and 2010. This report is filed to amend the Original 8-K to provide a revised Exhibit 12.1 with respect to the computation of the ratio of earnings to fixed charges for (i) the three months ended March 31, 2013 and 2012, (ii) the years ended December 31, 2012, 2011 and 2010, and (iii) the three months ended March 31, 2013 and the year ended December 31, 2012 on a pro forma basis after giving effect to the assumptions set forth in the unaudited pro forma condensed combined financial statements included as Exhibit 99.5 to the Partnership's 8-K filed on June 5, 2013 with respect to the acquisition of Bison Midstream, LLC. The revised Exhibit 12.1 is filed herewith and is incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description
12.1	Computation of Ratio of Earnings to Fixed Charges
99.1	Press Release

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 12, 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

Summit Midstream Partners, LP
Ratio of Earnings to Fixed Charges

	Three Months Ended March 31,(2)		Year Ended December 31,			Pro Forma(2),(3)	
	2013	2012	2012	2011	2010	Three Months Ended March 31, 2013	Year Ended December 31, 2012
(Dollars in thousands)							
Earnings(1)							
Income before income taxes	\$ 12,661	\$ 7,726	\$ 42,408	\$ 38,646	\$ 8,296	\$ 7,236	\$ 23,508
Add (deduct):							
Fixed charges	2,437	5,543	15,791	6,579	70	6,885	33,758
Capitalized interest	(493)	(1,321)	(2,784)	(3,362)	—	(493)	(2,784)
Total earnings	<u>\$ 14,605</u>	<u>\$ 11,948</u>	<u>\$ 55,415</u>	<u>\$ 41,863</u>	<u>\$ 8,366</u>	<u>\$ 13,628</u>	<u>\$ 54,482</u>
Fixed charges(1)							
Interest expense	\$ 1,880	\$ 4,177	\$ 12,766	\$ 3,054	\$ —	\$ 6,328	\$ 30,733
Capitalized interest	493	1,321	2,784	3,362	—	493	2,784
Estimate of interest within rental expense	64	45	241	163	70	64	241
Total fixed charges	<u>\$ 2,437</u>	<u>\$ 5,543</u>	<u>\$ 15,791</u>	<u>\$ 6,579</u>	<u>\$ 70</u>	<u>\$ 6,885</u>	<u>\$ 33,758</u>
Ratio of Earnings to Fixed Charges	5.99	2.16	3.51	6.36	119.51	1.98	1.61

(1) 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.

(2) Unaudited.

(3) Calculations are based on the assumptions set forth in the Unaudited Pro Forma Condensed Combined Financial Statements that are included as Exhibit 99.5 to the Form 8-K filed by Summit Midstream Partners, LP on June 5, 2013.



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

Summit Midstream Partners, LP Announces Pricing of Senior Notes

Dallas, Texas (June 12, 2013) — Summit Midstream Partners, LP (NYSE: SMLP) announced today the pricing of the previously announced offering by 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”) of \$300 million aggregate principal amount of senior unsecured notes due 2021 (the “notes”). The notes will be issued at par and bear interest at 7.500% per annum, payable semi-annually in arrears, beginning on January 1, 2014. The offering is expected to close on June 17, 2013, subject to customary closing conditions.

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

The notes are being 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
