

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

**AMENDMENT NO. 3**

**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**

**910 Louisiana Street, Suite 4200**

**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:*

**Joshua Davidson**

**Jason A. Rocha**

**Baker Botts L.L.P.**

**910 Louisiana Street**

**Houston, Texas 77002**

**(713) 229-1234**

**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. 3 (the “**Amendment No. 3**”) 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**”) and the Amendment No. 2 to Schedule TO-I filed on December 10, 2020 (together with the Amendment No. 1, the “**Prior Amendments**”), 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**”).

Except as specifically provided herein and in the Prior Amendments, the information contained in the Offering Documents remains unchanged by this Amendment No. 3. You should read this Amendment No. 3 together with the Offering Documents and the Prior Amendments.

### **Item 11. Additional Information.**

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

1. The Tender Offer expired at 11:59 p.m., New York City time, on December 23, 2020 (the “**Expiration Date**”). Based on preliminary information provided by D.F. King & Co., Inc., the tender and information agent of the Tender Offer (the “**Tender and Information Agent**”), as of the Expiration Date, 92,681 Series A Preferred Units had been validly tendered and not properly withdrawn. The number of Series A Preferred Units validly tendered and not properly withdrawn is preliminary and subject to verification by the Tender and Information Agent. Since the number of Series A Preferred Units validly tendered and not properly withdrawn exceeds the maximum aggregate purchase price of \$25,000,000.00, the Partnership plans on accepting approximately 75,075 Series A Preferred Units. Holders who owned fewer than 100 Series A Preferred Units, or an “odd-lot,” who have validly tendered and not properly withdrawn all of their Series A Preferred Units, will not be subject to proration, in accordance with the terms of the Tender Offer. Based on the preliminary tender count, the Partnership has been informed by the Tender and Information Agent that the preliminary proration factor for the Tender Offer, after giving effect to the priority for odd-lot holders, is approximately 80.91%. This proration factor is preliminary and subject to change. The Partnership expects to issue payment for the Series A Preferred Units tendered and accepted for purchase under the Tender Offer on December 29, 2020.
2. On December 24, 2020, the Partnership issued a press release announcing the preliminary results of the Tender Offer. A copy of that press release is filed as Exhibit (a)(5)(ii) 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)(ii)	<a href="#">Press Release, dated December 24, 2020.</a>

**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 28, 2020

Summit Midstream Partners, LP

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

*/s/ Marc D. Stratton*

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



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

**Summit Midstream Partners, LP Announces Preliminary Results of  
 Cash Tender Offer for Its Series A Preferred Units**

*Houston, Texas (December 24, 2020)* – Summit Midstream Partners, LP (NYSE: SMLP) (the “Partnership”) announced today the preliminary results of its offer to purchase (the “Tender Offer”) for cash up to \$25,000,000.00 aggregate purchase price of its 9.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the “Series A Preferred Units”), which expired at 11:59 p.m., New York City time, on December 23, 2020. Based on preliminary information provided by D.F. King & Co., Inc., the tender and information agent for the Tender Offer (the “Tender and Information Agent”), 92,681 Series A Preferred Units were properly tendered and not validly withdrawn under the Tender Offer. The number of Series A Preferred Units properly tendered and not validly withdrawn is preliminary and subject to verification by the Tender and Information Agent.

Since the number of Series A Preferred Units validly tendered and not properly withdrawn exceeds the maximum aggregate purchase price of \$25,000,000.00, the Partnership plans on accepting approximately 75,075 Series A Preferred Units. Holders who owned fewer than 100 Series A Preferred Units, or an “odd-lot,” who have validly tendered and not properly withdrawn all of their Series A Preferred Units, will not be subject to proration, in accordance with the terms of the Tender Offer. Based on the preliminary tender count, the Partnership has been informed by the Tender and Information Agent that the preliminary proration factor for the Tender Offer, after giving effect to the priority for odd-lot holders, is approximately 80.91%. This proration factor is preliminary and subject to change. The Partnership expects to issue payment for the Series A Preferred Units tendered and accepted for purchase under the Tender Offer on December 29, 2020.

**About Summit Midstream Partners, LP**

SMLP is a value-driven limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in unconventional resource basins, primarily shale formations, in the continental United States. SMLP provides natural gas, crude oil and produced water gathering services pursuant to primarily long-term and fee-based gathering and processing agreements with customers and counterparties in six unconventional resource basins: (i) the Appalachian Basin, which includes the Utica and Marcellus shale formations in Ohio and West Virginia; (ii) the Williston Basin, which includes the Bakken and Three Forks shale formations in North Dakota; (iii) the Denver-Julesburg Basin, which includes the Niobrara and Codell shale formations in Colorado and Wyoming; (iv) the Permian Basin, which includes the Bone Spring and Wolfcamp formations in New Mexico; (v) the Fort Worth Basin, which includes the Barnett Shale formation in Texas; and (vi) the Piceance Basin, which includes the Mesaverde formation as well as the Mancos and Niobrara shale formations in Colorado. SMLP has an equity investment in Double E Pipeline, LLC, which is developing natural gas transmission infrastructure that will provide transportation service from multiple receipt points in the Delaware Basin to various delivery points in and around the Waha Hub in Texas. SMLP also has an equity investment in Ohio Gathering, which operates extensive natural gas gathering and condensate stabilization infrastructure in the Utica Shale in Ohio. SMLP is headquartered in Houston, Texas.

**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, including, without limitation, information concerning completion of the Tender Offer and the terms and timing of the settlement of the Tender Offer. Forward-looking statements include, without limitation, any statement that may project, indicate or imply future results, events, performance or achievements and may contain the words “expect,” “intend,” “plan,” “anticipate,” “estimate,” “believe,” “will be,” “will continue,” “will likely result,” and similar expressions, or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements also contain known and unknown risks and uncertainties (many of which are difficult to predict and beyond management’s control) that may cause SMLP’s 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 2019 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on March 9, 2020, Quarterly Report on Form 10-Q for the three months ended March 31, 2020 filed with the SEC on May 8, 2020, Quarterly Report on Form 10-Q for the three months ended June 30, 2020 filed with the SEC on August 7, 2020 and Quarterly Report on Form 10-Q for the three months ended September 30, 2020 filed with the SEC on November 6, 2020, each 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: Ross Wong, Senior Director, Corporate Development & Finance, 832-930-7512, [ir@summitmidstream.com](mailto:ir@summitmidstream.com)

SOURCE: Summit Midstream Partners, LP