

**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): **February 8, 2017 (February 8, 2017)**

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.)

**1790 Hughes Landing Blvd
Suite 500
The Woodlands, TX 77380**
(Address of principal executive offices) (Zip Code)

Registrants' telephone number, including area code: **(832) 413-4770**

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 7.01 Regulation FD Disclosure.

On February 8, 2017, the Partnership issued a press release announcing its intention to offer, subject to market and other conditions, \$500.0 million of senior notes due 2025 (the "Notes"). The Notes will be issued pursuant to an indenture entered into among certain of the Partnership's wholly owned subsidiaries, Summit Midstream Holdings, LLC and Summit Midstream Finance Corp. (collectively, the "Issuers"), and U.S. Bank National Association, as Trustee on July 15, 2014. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Also on February 8, 2017, the Partnership issued a press release announcing a tender offer to purchase for cash any and all of the Issuers' outstanding 7.50% senior notes due 2021. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release of Summit Midstream Partners, LP, dated as of February 8, 2017
99.2	Press release of Summit Midstream Partners, LP, dated as of February 8, 2017

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: February 8, 2017

/s/ Matthew S. Harrison

Matthew S. Harrison, Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release of Summit Midstream Partners, LP, dated as of February 8, 2017
99.2	Press release of Summit Midstream Partners, LP, dated as of February 8, 2017



Summit Midstream Partners, LP
1790 Hughes Landing Blvd, Suite 500
The Woodlands, TX 77380

Summit Midstream Partners, LP Announces \$500 Million Public Offering of Senior Notes

The Woodlands, Texas (February 8, 2017) - 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, \$500.0 million in aggregate principal amount of senior unsecured notes due 2025 (the "notes"), pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission.

Summit Holdings will use the net proceeds from this offering to: (i) purchase all of SMLP's outstanding 7.50% Senior Notes due 2021 pursuant to its concurrent tender offer, and, if necessary, redeem any such notes not acquired in the tender offer, and (ii) utilize the remaining proceeds to repay a portion of the indebtedness outstanding under SMLP's revolving credit facility.

BofA Merrill Lynch, Deutsche Bank Securities, RBC Capital Markets, TD Securities and Wells Fargo Securities are acting as joint book-running managers for the offering. BBVA, BMO Capital Markets, Capital One Securities, Citigroup, Citizens Capital Markets, Credit Suisse, ING, Morgan Stanley and Regions Securities LLC are acting as senior co-managers for the offering. BB&T Capital Markets and Comerica Securities are acting as co-managers for the offering.

When available, copies of the prospectus supplement and accompanying base prospectus relating to the offering may be obtained free of charge on the Securities and Exchange Commission's website at www.sec.gov or from the underwriters of the offering as follows:

BofA Merrill Lynch
Attn: Prospectus Department
NC1-004-03-43, 200 North College Street, 3rd floor
Charlotte NC 28255-0001
dg.prospectus_requests@baml.com

RBC Capital Markets, LLC
Three World Financial Center
200 Vesey Street, 10th Floor
New York, New York 10281-8098
(877) 822-4089

Wells Fargo Securities, LLC
Attn: WFS Customer Service
608 2nd Ave S, Suite 1000
Minneapolis, MN 55402
Telephone: (800) 645-3751 Opt 5
Email: wfscustomerservice@wellsfargo.com

Deutsche Bank Securities Inc.
Attn: Prospectus Group
60 Wall Street
New York, NY 10005-2836
(800) 503-4611
prospectus.cpdg@db.com
TD Securities (USA) LLC
31 West 52nd Street
New York, New York 10019-6101
(212) 827-7410

The notes are being offered and will be sold pursuant to an effective shelf registration statement that was previously filed with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described above, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering may be made only by means of a prospectus and related prospectus supplement.

EX 99.1-1

About Summit Midstream Partners, LP

SMLP is a growth-oriented limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in the core producing areas of 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 five unconventional resource basins: (i) the Appalachian Basin, which includes the Marcellus and Utica shale formations in West Virginia and Ohio; (ii) the Williston Basin, which includes the Bakken and Three Forks shale formations in North Dakota; (iii) the Piceance Basin, which includes the Mesaverde formation as well as the Mancos and Niobrara shale formations in Colorado and Utah, (iv) the Denver-Julesburg Basin, which includes the Niobrara and Codell shale formations in Colorado and Wyoming; and (v) the Fort Worth Basin, which includes the Barnett Shale formation in Texas. SMLP also owns substantially all of a 40% ownership interest in Ohio Gathering, which is developing natural gas gathering and condensate stabilization infrastructure in the Utica Shale in Ohio. SMLP is headquartered in The Woodlands, Texas, with regional corporate offices in Denver, Colorado and Atlanta, Georgia.

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 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 2015 Annual Report on Form 10-K as updated and superseded by the Current Report on Form 8-K/A filed with the Securities and Exchange Commission on September 1, 2016, and 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: Marc Stratton, Senior Vice President and Treasurer, 832-608-6166, ir@summitmidstream.com

SOURCE: Summit Midstream Partners, LP

EX 99.1-2



Summit Midstream Partners, LP
1790 Hughes Landing Blvd, Suite 500
The Woodlands, TX 77380

Summit Midstream Partners, LP Commences Cash Tender Offer for any and all of its Outstanding 7.50% Senior Notes due 2021

The Woodlands, Texas (February 8, 2017) - Summit Midstream Partners, LP (NYSE: SMLP) announced today the commencement of an offer to purchase by its wholly owned subsidiaries Summit Midstream Holdings, LLC, a Delaware limited liability company (the "Company"), and Summit Midstream Finance Corp., a Delaware corporation (the "Co-Issuer", and, together with the Company, the "Issuers" or "Summit"), for cash any and all of the Issuers' outstanding 7.50% Senior Notes due 2021 (the "Notes"). As of February 7, 2017, there was \$300.0 million aggregate principal amount of Notes outstanding. The tender offer is being made pursuant to an Offer to Purchase dated February 8, 2017 (as may be amended or supplemented from time to time, the "Offer to Purchase") and the related Letter of Transmittal and Notice of Guaranteed Delivery (as may be amended or supplemented from time to time, and together with the Offer to Purchase, the "Offer Documents"). The tender offer will expire at 5:00 p.m., New York City time, on February 14, 2017, unless extended (the "Expiration Time"). Tendered Notes may be withdrawn at any time before the Expiration Time.

Holder of Notes that are validly tendered and accepted at or prior to the Expiration Time, or who deliver to the depositary and information agent a properly completed and duly executed Notice of Guaranteed Delivery and subsequently deliver such Notes, each in accordance with the instructions described in the Offer Documents, will receive total cash consideration of \$1,060.00 per \$1,000 principal amount of Notes, plus any accrued and unpaid interest to, but not including, the settlement date, which is expected to be February 15, 2017, subject to satisfaction of the Financing Condition described herein.

The tender offer is contingent upon, among other things, Summit's successful completion of a proposed debt financing transaction, the gross proceeds of which will be at least \$350.0 million (the "Financing Condition"). The tender offer is not conditioned on any minimum amount of Notes being tendered. Summit may amend, extend or terminate the tender offer, in its sole discretion. On or after the settlement date, Summit may exercise its right to optionally redeem any Notes not validly tendered and purchased in the tender offer, pursuant to the terms of the indenture governing the Notes, but it is not obligated to do so.

The terms and conditions of the tender offer are described in the Offer Documents. BofA Merrill Lynch is serving as the dealer manager for the tender offer. Questions regarding the tender offer may be directed to BofA Merrill Lynch, at (888) 292-0070 (U.S. toll-free) and (980) 387-5602 (collect). Copies of the Offer Documents may be obtained from the Information Agent for the tender offer, D.F. King & Co., Inc. at (800) 755-7250 (U.S. toll-free) and (212) 269-5550 (collect), via email at smlp@dfking.com, or via the following web address: www.dfking.com/smlp.

None of Summit, its board of directors, its officers, the dealer manager, the depositary, the information agent or the trustee with respect to the Notes, or any of Summit's or their respective affiliates, makes any recommendation that holders tender or refrain from tendering all or any portion of the principal amount of their Notes, and no one has been authorized by any of them to make such a recommendation. Holders must make their own decision as to whether to tender their Notes and, if so, the principal amount of Notes to tender. The tender offer is being made only by the Offer Documents.

This press release is neither an offer to purchase nor a solicitation of an offer to sell any Notes in the tender offer. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the tender offer is required to be made by a licensed broker or dealer, the tender offer will be deemed to be made on behalf of Summit by the dealer manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

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Contact: Marc Stratton, Senior Vice President and Treasurer, 832-608-6166, ir@summitmidstream.com

SOURCE: Summit Midstream Partners, LP

EX 99.2-2