

**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)

45-5200503
(I.R.S. Employer
Identification Number)

910 Louisiana Street, Suite 4200
Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

Summit Midstream Partners, LP 2012 Long-Term Incentive Plan
(Full title of the plan)

Brock M. Degeyter
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)

Copy to:

Joshua Davidson
Jason Rocha
Baker Botts L.L.P.
910 Louisiana Street, Suite 3200
Houston, Texas 77002
(713) 229-1234

Emerging growth company

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.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Units representing limited partner interests	10,000,000	\$0.65	\$6,500,000	\$843.70

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional common units as may become issuable pursuant to the adjustment provisions of the Summit Midstream Partners, LP 2012 Long-Term Incentive Plan, as amended and restated to date.
 - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the common units of Summit Midstream Partners, LP as reported on The New York Stock Exchange on March 18, 2020.
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EXPLANATORY NOTE

This Registration Statement (this “Registration Statement”) is being filed, in accordance with General Instruction E to Form S-8, solely to register the issuance of an aggregate of up to 10,000,000 additional common units representing limited partner interests (“Common Units”) of Summit Midstream Partners, LP (the “Registrant”), all of which were authorized pursuant to an amendment and restatement of the Summit Midstream Partners, LP 2012 Long-Term Incentive Plan (as amended to date, the “Plan”), approved by the Board of Directors of Summit Midstream GP, LLC, the Registrant’s general partner, on February 19, 2020, and a majority of the Registrant’s unitholders on February 19, 2020 (effective March 19, 2020). Such amendment and restatement also extended the term of the Plan for an additional ten years from the effective date thereof. The Registrant previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) on October 1, 2012 (File No. 333-184214) covering 5,000,000 Common Units authorized for issuance under the Plan (the “Prior Registration Statement”). Except as supplemented by the information set forth below, the contents of the Prior Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated in this Registration Statement by reference:

- (1) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed on [March 9, 2020](#), including all material incorporated by reference therein and any subsequently filed amendments and reports updating such report;
- (2) the Registrant’s Current Reports on Form 8-K filed on [February 25, 2020](#) and [February 28, 2020](#) (in each case only to the extent filed and not furnished);
- (3) the description of the Registrant’s Common Units contained in the Registrant’s Registration Statement on Form S-3/A (File No. 333-234781), filed on [January 9, 2020](#) and any amendments or reports filed with the Commission 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, 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 8. Exhibits.

Number	Description
4.1	<u>Third Amended and Restated Agreement of Limited Partnership of Summit Midstream Partners, LP, dated as of March 22, 2019 (Incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated March 22, 2019 (Commission File No. 001-35666)).</u>
4.2	<u>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)).</u>
4.3	<u>Summit Midstream Partners, LP 2012 Long-Term Incentive Plan, as amended and restated (Incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 20, 2020 (Commission File No. 001-35666)).</u>
5.1*	<u>Opinion of Baker Botts L.L.P.</u>
23.1*	<u>Consent of Deloitte & Touche LLP.</u>
23.2*	<u>Consent of PricewaterhouseCoopers LLP.</u>
23.3*	<u>Consent of Baker Botts L.L.P. (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement 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 this 20th day of March, 2020.

SUMMIT MIDSTREAM PARTNERS, LP

By: Summit Midstream GP, LLC,
its general partner

By: /s/ Marc D. Stratton
Marc D. Stratton
Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Brock M. Degeyter and Marc D. Stratton, and each of them, any of whom may act without the joinder of the other, as his lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign and file any and all amendments to this Registration Statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Heath Deneke</u> Heath Deneke	Director, President and Chief Executive Officer (Principal Executive Officer)	March 20, 2020
<u>/s/ Marc D. Stratton</u> Marc D. Stratton	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 20, 2020
<u>/s/ Matthew F. Delaney</u> Matthew F. Delaney	Director	March 20, 2020

<u>/s/ Lee Jacobe</u> Lee Jacobe	Director	March 20, 2020
<u>/s/ Peter Labbat</u> Peter Labbat	Director	March 20, 2020
<u>/s/ Thomas K. Lane</u> Thomas K. Lane	Director	March 20, 2020
<u>/s/ Jerry L. Peters</u> Jerry L. Peters	Director	March 20, 2020
<u>/s/ Scott A. Rogan</u> Scott A. Rogan	Director	March 20, 2020
<u>/s/ Jeffrey R. Spinner</u> Jeffrey R. Spinner	Director	March 20, 2020
<u>/s/ Robert M. Wohleber</u> Robert M. Wohleber	Director	March 20, 2020



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March 20, 2020

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

Ladies and Gentlemen:

We have acted as counsel to Summit Midstream Partners, LP, a Delaware limited partnership (the "Partnership"), with respect to certain legal matters in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by the Partnership with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 10,000,000 common units representing limited partner interests in the Partnership (the "Common Units") that may be issued by the Partnership from time to time pursuant to the Summit Midstream Partners, LP 2012 Long-Term Incentive Plan (as amended and restated, the "Plan"). At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined (i) the Partnership's Certificate of Limited Partnership, (ii) the Partnership's Third Amended and Restated Agreement of Limited Partnership, (iii) the Certificate of Formation of Summit Midstream GP, LLC, a Delaware limited liability company and the general partner of the Partnership (the "General Partner"), (iv) the Amended and Restated Limited Liability Company Agreement of the General Partner, in the case of clauses (i) through (iv) above, each as amended to date, (v) the Plan, (vi) originals, or copies certified or otherwise identified, of partnership and limited liability company records of the Partnership and the General Partner, including minute books of the General Partner, as furnished to us by the General Partner, (vii) the Registration Statement, (viii) statutes, including the Delaware Revised Uniform Limited Partnership Act (the "Delaware LP Act"), and (ix) other records, certificates, documents and instruments that we have deemed necessary or appropriate for purposes of rendering this opinion. In giving the opinion set forth below, we have relied, without independent investigation or verification, to the extent we deemed appropriate, upon the certificates, statements or other representations of officers or other representatives of the General Partner of the Partnership and public officials, with respect to the accuracy of the factual matters contained in or covered by such certificates, statements or representations. In making our examination, we have assumed (i) the certificates for the Common Units, if any, will conform to the specimens thereof examined by us and will have been duly countersigned by a transfer agent and duly registered by a registrar of the Common Units or, if uncertificated, valid book-entry notations will have been made in the unit register of the Partnership in accordance with the provisions of the governing documents of the Partnership, and (ii) that all signatures on all documents examined by us are genuine, all documents submitted to us as originals are authentic and complete and all documents submitted to us as copies are true and correct copies of the originals of such documents.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, in the case of Common Units to be originally issued by the Partnership pursuant to the provisions of the Plan and any applicable award agreement (and any related instrument) duly adopted under and in accordance with the terms and conditions of Plan (each, an "Award Agreement"), following the due authorization and the due grant or exercise of a particular award in accordance with the terms and conditions of the Plan and any applicable Award Agreement, the Common Units to which such award relates will have been duly authorized by all necessary partnership action on the part of the Partnership. Upon issuance and delivery of such Common Units from time to time pursuant to the terms and conditions of the Plan and any applicable Award Agreement, including, if applicable, the payment of any required consideration therefor, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the General Partner (the "Board"), a duly constituted, authorized and acting committee of the Board, or a duly authorized and acting officer of the Board, in each case as provided in the Plan or any applicable Award Agreement, such Common Units will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited in all respects to the Delaware LP Act, as published and in effect on the date hereof, and applicable reported judicial decisions, rules and regulations interpreting and implementing those laws. We express no opinion as to the effect of the laws of any other jurisdiction.

This opinion is limited to the original issuance of Common Units by the Partnership and does not cover Common Units delivered by the Partnership following the reacquisition of the same by the Partnership.

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

Very truly yours,

/s/ Baker Botts L.L.P.

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 9, 2020, relating to the consolidated financial statements of Summit Midstream Partners, LP and subsidiaries (the “Partnership”), and the effectiveness of the Partnership’s internal control over financial reporting, appearing in the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP
Atlanta, Georgia
March 20, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Summit Midstream Partners, LP of our report dated March 6, 2020 relating to the financial statements of Ohio Gathering Company, L.L.C., which appears in Exhibit 99.1 of Summit Midstream Partners, LP's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
Denver, Colorado
March 19, 2020