

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SUMMIT MIDSTREAM CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

910 Louisiana Street, Suite 4200
Houston, Texas

(Address of Principal Executive Offices)

99-3056990

(I.R.S. Employer
Identification No.)

77002

(Zip Code)

Summit Midstream Corporation 2024 Long-Term Incentive Plan
(Full title of the plan)

James D. Johnston
Summit Midstream Corporation
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)

Copies to:

Julian J. Seiguer, P.C.
Anthony L. Sanderson
Kirkland & Ellis LLP
609 Main Street
Houston, Texas 77002
(713) 836-3600

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

EXPLANATORY NOTE

Summit Midstream Corporation (the “Registrant”) previously filed a registration statement on [Form S-8](#) (Registration No. 333-281730) (the “Initial Registration Statement”) on August 22, 2024 registering 1,926,281 shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”), issuable pursuant to the Summit Midstream Corporation 2024 Long-Term Incentive Plan (the “Plan”).

On March 30, 2026, the Registrant’s Board of Directors adopted, subject to approval by the Registrant’s stockholders, Amendment No. 1 to the Plan. On May 7, 2026, the Registrant’s stockholders approved Amendment No. 1 to the Plan for the purpose of registering the offer and sale of an additional 424,000 shares of Common Stock (the “Additional Shares”) issuable pursuant to, but not previously registered under, the Plan. This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering the Additional Shares for issuance under the Plan. The Additional Shares are of the same class of securities as the Common Stock issuable under the Plan for which the Initial Registration Statement was filed. Upon the effectiveness of this Registration Statement, an aggregate of 2,350,281 shares of Common Stock will be registered for issuance from time to time under the Plan, inclusive of the Additional Shares.

Pursuant to General Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of the Initial Registration Statement relating to the Plan, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents filed with the Commission by the Registrant are hereby incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (1) the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed on March 16, 2026 (the "2025 Annual Report");
- (2) the information included in the Registrant's Definitive Proxy Statement on [Schedule 14A](#) for the Registrant's 2026 Annual Meeting of Stockholders, filed on April 10, 2026, to the extent incorporated by reference in Part III of the 2025 Annual Report;
- (3) the Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2026, filed on May 11, 2026;
- (4) the Registrant's Current Reports on Form 8-K filed on [April 2, 2026](#) and [May 12, 2026](#); and
- (5) the description of the Registrant's Common Stock contained in [Exhibit 4.1](#) of the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed on March 11, 2025, and any subsequent amendments or reports filed 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, as amended, 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.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Summit Midstream Corporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K12B filed on August 1, 2024 (Commission File No. 001-42201)).</u>
4.2	<u>Amended and Restated Bylaws of Summit Midstream Corporation (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K12B filed on August 1, 2024 (Commission File No. 001-42201)).</u>
4.3	<u>Certificate of Designation of Series A Floating Rate Cumulative Redeemable Perpetual Preferred Stock of Summit Midstream Corporation (incorporated herein by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K12B filed on August 1, 2024 (Commission File No. 001-42201)).</u>
4.4	<u>Certificate of Designation of Class B common stock, par value \$0.01 per share, of Summit Midstream Corporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed December 3, 2024 (Commission File No. 001-42201)).</u>
4.5	<u>Summit Midstream Corporation 2024 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K12B filed on August 1, 2024 (Commission File No. 001-42201)).</u>
4.6*	<u>Amendment No. 1 to the Summit Midstream Corporation 2024 Long-Term Incentive Plan.</u>
5.1*	<u>Opinion of Kirkland & Ellis LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP.</u>
23.2*	<u>Consent of Kirkland & Ellis LLP (contained in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>
107*	<u>Filing Fee Table.</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 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 June 29, 2026.

SUMMIT MIDSTREAM CORPORATION

By: /s/ William J. Mault
William J. Mault
Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints J. Heath Deneke, William J. Mault and James D. Johnston, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her 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 indicated on June 29, 2026.

Signature	Title
<u>/s/ J. Heath Deneke</u> J. Heath Deneke	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
<u>/s/ William J. Mault</u> William J. Mault	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Matthew B. Sicinski</u> Matthew B. Sicinski	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ James J. Cleary</u> James J. Cleary	Director
<u>/s/ Jason H. Downie</u> Jason H. Downie	Director
<u>/s/ James E. Herring, Jr.</u> James E. Herring, Jr.	Director
<u>/s/ Lee Jacobe</u> Lee Jacobe	Director
<u>/s/ Stephen M. Lipscomb Jr.</u> Stephen M. Lipscomb Jr.	Director
<u>/s/ Robert J. McNally</u> Robert J. McNally	Director
<u>/s/ Rommel M. Oates</u> Rommel M. Oates	Director
<u>/s/ Jerry L. Peters</u> Jerry L. Peters	Director
<u>/s/ Carolyn J. Stone</u> Carolyn J. Stone	Director
<u>/s/ Andrew A. Winston</u> Andrew A. Winston	Director

Amendment No. 1
to the
Summit Midstream Corporation 2024 Long-Term Incentive Plan

THIS AMENDMENT NO. 1 to the Summit Midstream Corporation 2024 Long-Term Incentive Plan (the “Plan”, and this amendment, “Amendment No. 1”) is approved by the Board of Directors of Summit Midstream Corporation, a corporation organized under the laws of Delaware, and its successors (the “Company”) as of March 30, 2026 to be effective as set forth herein.

WHEREAS, the Company previously established the Plan; and

WHEREAS, the Company now desires to amend the Plan to (i) increase the aggregate number of shares of Company common stock available for issuance under the Plan and (ii) amend the term of the Plan (collectively, the “Proposed Amendment”).

NOW, THEREFORE, the Plan is hereby amended, as follows:

1. Section 5(a) of the Plan is hereby amended by deleting the present section in its entirety and substituting the following in lieu thereof:

(a) Limits on Stock Deliverable. Subject to adjustment as provided in Section 5(c), the number of shares of Stock that may be delivered with respect to Awards under the Plan is 2,350,281 (which number is inclusive of the common units (which were converted to Stock as of the Effective Date) underlying Awards outstanding under (i) the Prior Plan immediately prior to the Effective Date and (ii) the 2012 Plan as of May 10, 2022). The Stock subject to (A) any Award granted under the Plan, the Prior Plan or the 2012 Plan that shall expire, terminate or be cancelled or annulled for any reason without having been exercised, (B) any Award of any SAR granted under the Plan, the Prior Plan or the 2012 Plan the terms of which provide for settlement in cash, and (C) any Award of Restricted Stock or Restricted Stock Units under the Plan, the Prior Plan or the 2012 Plan that shall be forfeited prior to becoming vested (provided that the holder received no benefits of ownership of such Restricted Stock or Restricted Stock Units other than voting rights and the accumulation of DERs, if any, and unpaid DERs, if any, that are likewise forfeited) shall again be available for purposes of the Plan. Notwithstanding the foregoing, the following shares of Stock may not again be made available for issuance as Awards under the Plan: (1) Stock not issued or delivered as a result of the net settlement of an outstanding Option or SAR, (2) Stock used to pay the purchase price or withholding taxes related to an outstanding Award, and (3) Stock repurchased on the open market with the proceeds of an Option purchase price. To the extent permitted by applicable law and securities exchange rules, Substitute Awards and Stock issued in assumption of, or in substitution for, any outstanding awards of any entity in connection with a merger, consolidation or acquisition of such entity by the Company or any Affiliate thereof shall not be counted against the shares of Stock available for issuance pursuant to the Plan. There shall not be any limitation on the number Awards that may be paid in cash.

2. Section 10 of the Plan is hereby amended by deleting the present section in its entirety and substituting the following in lieu thereof:

Term of the Plan. The Plan shall be effective as of the Effective Date and shall continue until the earliest of (i) the date terminated by the Board or (ii) ten (10) years from the earliest of (a) the date of Board approval of Amendment No. 1 to the Plan (“Amendment No. 1”) or (b) the date of stockholder approval of Amendment No. 1, it being understood that Amendment No. 1 shall be submitted for approval by a majority of the outstanding Stock of the Company entitled to vote. Amendment No. 1 shall be null and void and of no effect if such stockholder approval is not attained within twelve (12) months after the date on which Amendment No. 1 is adopted by the Board. Upon termination of the Plan, the applicable terms and provisions of the Plan shall, notwithstanding such termination, continue to apply to Awards granted prior to such termination.

This Amendment No. 1 is subject to approval by the shareholders of the Company at a meeting duly called for such purposes. The Proposed Amendment may not occur unless and until this Amendment No. 1 is approved by the shareholders. Except as hereby modified, the Plan shall remain in full force and effect.

[Remainder of page left intentionally blank]

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002
United States

+1 713 836 3600

www.kirkland.com

June 29, 2026

Summit Midstream Corporation
910 Louisiana Street, Suite 4200
Houston, Texas 77002

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special legal counsel to Summit Midstream Corporation, a Delaware corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-8 (as amended or supplemented, the “Registration Statement”) to be filed by the Company with the U.S. Securities and Exchange Commission (the “Commission”) on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the “Act”), by the Company of an additional 424,000 shares (the “Shares”) of common stock, par value \$0.01 per share (the “Common Stock”), of the Company that may be issued from time to time pursuant to the Summit Midstream Corporation 2024 Long-Term Incentive Plan (as amended by Amendment No. 1, dated June May 7, 2026, the “Plan”).

For purposes of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the corporate and organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company with respect to the Registration Statement, (iii) the Plan and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein but have relied upon statements and representations of the officers and other representatives of the Company.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares of Common Stock that the Company is authorized to issue pursuant to its charter exceeds the number of shares of Common Stock outstanding and the number of shares of Common Stock that the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes by at least the number of Shares, and we have assumed that such condition will remain true at all future times relevant to this opinion.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued pursuant to and in accordance with the Plan, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware (the “DGCL”).

KIRKLAND & ELLIS LLP

Summit Midstream Corporation

June 29, 2026

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

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the DGCL be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

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 16, 2026 relating to the financial statements of Summit Midstream Corporation (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Houston, Texas

June 29, 2026

CALCULATION OF FILING FEE TABLES

S-8

Summit Midstream Corporation

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	(1)	Other	424,000	\$ 29.11	\$ 12,342,640.00	0.0001381	\$ 1,704.52
					Total Offering Amounts:	\$ 12,342,640.00		1,704.52
					Total Fee Offsets:			
					Net Fee Due:			<u>\$ 1,704.52</u>

Offering Note(s)

- (1) Calculated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"); this price is equal to the average of the high and low prices of the common stock, par value \$0.01 per share ("Common Stock"), of Summit Midstream Corporation as reported on the New York Stock Exchange on June 24, 2026.

Represents additional Common Stock issuable in respect of awards granted under the Summit Midstream Corporation 2024 Long-Term Incentive Plan (as amended by Amendment No. 1, which was adopted by the Registrant's Board of Directors on March 30, 2026 and approved by the Registrant's stockholders on May 7, 2026, and as may be further amended from time to time, the "Plan"). Common Stock available for issuance under the Plan were previously registered on a registration statement on Form S-8 (Registration No. 333-281730) filed with the U.S. Securities and Exchange Commission on August 22, 2024. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement also covers an indeterminate number of additional shares of Common Stock as may become issuable under the Plan as a result of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of shares of outstanding Common Stock.