

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): **December 20, 2013**

Summit Midstream Partners, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or
organization)

001-35666
(Commission
File Number)

45-5200503
(IRS Employer
Identification No.)

2100 McKinney Avenue
Suite 1250
Dallas, Texas 75201

(Address of principal executive office) (Zip Code)

(214) 242-1955

(Registrants' telephone number, including area code)

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 December 20, 2013, Summit Midstream Partners, LLC ("Summit Investments"), the privately held company that owns and controls the general partner of Summit Midstream Partners, LP (the "Partnership"), issued a press release announcing that it had executed a definitive agreement with Blackhawk Midstream, LLC ("Blackhawk") to acquire (the "Acquisition") Blackhawk's equity interest in two entities, Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (collectively, "Ohio Gathering Company"). At the appropriate time, and subject to certain factors discussed in the press release, Summit Investments intends to offer the Partnership all or a portion of Summit Investments' equity interests in Ohio Gathering Company. Although Summit Investments intends to offer to the Partnership in the future its equity interests in Ohio Gathering Company, Summit Investments has no obligation to do so and may determine not to do so in its sole discretion, and the Partnership has no right to acquire such equity interests. Copies of the press release and a slide presentation providing supplemental information with respect to the Acquisition are furnished hereto as Exhibits 99.1 and 99.2, respectively.

In accordance with General Instruction B.2 of Form 8-K, the press release and slide presentation are deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference into any filing under the Securities Act or the Securities Exchange Act of 1934, each as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated December 20, 2013.
99.2	Supplemental Information Regarding Summit Midstream Partners, LLC's Acquisition of Equity Interests in Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C.

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

By: Summit Midstream GP, LLC,
its general partner

Dated: December 20, 2013

By: /s/ Brock M. Degeyter
Name: Brock M. Degeyter
Title: Senior Vice President and General Counsel

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EXHIBIT INDEX

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

General Partner of Summit Midstream Partners, LP to Acquire Interest in Utica Shale Gathering System in Southeastern Ohio from Blackhawk Midstream

- *Joint development with MarkWest Utica EMG of natural gas gathering infrastructure in the core of the Utica Shale play in southeastern Ohio*
- *Joint development with MarkWest Utica EMG Condensate of condensate transportation, storage and stabilization facility in the core of the Utica Shale play in southeastern Ohio*
- *Investment in Ohio Gathering substantially increases the inventory of assets available for future drop down into Summit Midstream Partners, LP*
- *Acquisition of equity interests in Ohio Gathering will be fully funded by Summit Investments, the General Partner of Summit Midstream Partners, LP*

Dallas, Texas (December 20, 2013) — Summit Midstream Partners, LLC (“Summit Investments”), the privately held company that owns and controls the general partner of Summit Midstream Partners, LP (NYSE: SMLP), announced today that it has executed a definitive agreement with Blackhawk Midstream, LLC (“Blackhawk”), to acquire its equity interest in two entities, Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (together, “Ohio Gathering”). Ohio Gathering owns, operates and is developing significant midstream infrastructure in southeastern Ohio consisting of a liquids-rich natural gas gathering system, a dry natural gas gathering system and a condensate transportation, storage and stabilization facility in the core of the Utica Shale play.

Ohio Gathering Company, L.L.C. is currently owned by (i) MarkWest Utica EMG, L.L.C. (“MarkWest Utica EMG”), a joint venture between MarkWest Energy Partners, L.P. (“MarkWest”) and the Energy and Minerals Group (“EMG”), and (ii) Blackhawk, a joint venture between Gulfport Energy Corporation (“Gulfport”) and Wexford Capital LP. Ohio Condensate Company, L.L.C. is currently owned by (i) MarkWest Utica EMG Condensate, L.L.C. (“MarkWest Utica EMG Condensate”), a separate joint venture between MarkWest and EMG, and (ii) Blackhawk. The purchase of the equity interests in Ohio Gathering will be fully funded by Summit Investments and its sponsors. The transaction is expected to close by January 31, 2014.

The equity interests to be acquired by Summit Investments include an option to increase its ownership interest in Ohio Gathering to 40.0% at any time prior to June 2014 at a price based on the capital invested by the owners at the time the option is exercised. Summit Investments expects to fully exercise the option in the second quarter of 2014. Upon exercise of the option by Summit Investments, each of MarkWest Utica EMG and MarkWest Utica EMG Condensate will retain its respective 60.0% ownership interest in Ohio Gathering and will continue to operate and develop the gathering infrastructure. Summit Investments intends to offer all or a portion of its interest in Ohio Gathering to Summit Midstream Partners, LP following the exercise of the option and the subsequent development of the assets.

Ohio Gathering is supported by fee-based gathering agreements and acreage dedications from producer customers that are actively developing Utica Shale positions throughout Harrison, Guernsey, Belmont, Noble and Monroe counties in Ohio. Ohio Gathering’s customers currently include Gulfport, Rex Energy Corporation, PDC Energy, Inc. and other leading producers in the Utica Shale play. Ohio Gathering’s liquids rich gathering system serves as a critical inlet to MarkWest Utica EMG’s Cadiz and Seneca processing complexes, the largest integrated rich-gas processing and fractionation facilities in the Utica Shale.

Steve Newby, President and Chief Executive Officer of Summit Investments commented, “We are excited to announce an expansion of Summit’s relationship with MarkWest, which has developed an industry

leading midstream infrastructure position in the heart of the Marcellus and Utica shale plays. We are equally excited about our new relationship with Gulfport, the anchor shipper on Ohio Gathering, which is one of the most active producers in the Utica with over 147,000 net acres under lease in the most prolific part of the Utica Shale.”

“Our participation in Ohio Gathering will significantly increase our scale and further diversify our cash flows from a customer and geographic standpoint while maintaining our focus on providing fee-based midstream services under long-term contracts. This transaction provides Summit Investments with an immediate and large-scale presence in the core of the Utica Shale play, where Ohio Gathering anticipates developing more than \$3 billion of midstream infrastructure over the coming years. The acquisition and subsequent development of Ohio Gathering will substantially increase the inventory of assets available at Summit Investments to be offered to SMLP.”

Additional presentation materials outlining the transaction can be found at www.summitmidstream.com.

Summit Investments engaged Barclays Capital, Inc. to act as its financial advisor and Vinson & Elkins LLP to act as its legal advisor on the transaction.

Forward Looking Statements

This news release contains certain forward-looking statements within the meaning of U.S. federal and other securities laws. Words and phrases such as “is anticipated,” “is estimated,” “is expected,” “is planned,” “is scheduled,” “is targeted,” “believes,” “intends,” “objectives,” “projects,” “strategies” and similar expressions are used to identify such forward-looking statements. However, the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements relating to the proposed acquisition of Ohio Gathering and subsequent option exercise are based on management’s expectations, estimates and projections about the natural gas and NGL industries and markets and other factors on the date this news release was prepared. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict, including, but not limited to, the risks related to prevailing conditions and outlook in the natural gas and NGL industries and markets, acquisition and development risks, hazards and delays relating to the acquisition, development, and expansion of Ohio Gathering and the availability of financing on terms acceptable to Summit Investments related to the acquisition and development and any expansion of Ohio Gathering. In addition, any determination by Summit Investments to offer any interest in Ohio Gathering to Summit Midstream Partners, LP will be made in Summit Investment’s sole discretion and will in any event be subject to a number of factors, including, but not limited to, the ability to reach agreement on acceptable terms, the approval of a conflicts committee of Summit Midstream Partners, LP (if appropriate), prevailing conditions and outlook in the natural gas and NGL industries and markets, and Summit Midstream Partners, LP’s ability to obtain financing on acceptable terms, from the capital markets or other sources. Therefore, actual outcomes and results may differ materially from what is expressed in such forward-looking statements.

Summit Investments has no obligation to offer, and Summit Midstream Partners, LP has no right to acquire, any interest in Ohio Gathering or any other asset of Summit Investments. Summit Investments is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

About Summit Midstream Partners, LLC

Summit Midstream Partners, LLC is a growth-oriented midstream energy company focused on owning and operating midstream energy infrastructure assets that are strategically located in the core areas of unconventional resource basins, primarily shale formations, in North America. Through its ownership of (i) Summit Midstream GP, LLC, the general partner of Summit Midstream Partners, LP; (ii) a 71.6%

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limited partner interest in Summit Midstream Partners, LP; (iii) Red Rock Gathering Company, LLC; and (iv) Meadowlark Midstream Company, LLC, Summit Investments provides primarily fee-based natural gas gathering, treating, processing, and compression services, as well as crude oil and water gathering services supporting some of the largest oil and natural gas exploration and production companies in North America. Summit Investments has operations in the Piceance Basin in western Colorado, the Uinta Basin in eastern Utah, the Williston Basin in northwestern North Dakota, and the Denver-Julesburg Basin in northeastern Colorado. Summit Investments is headquartered in Dallas, TX with offices in Houston, TX, Denver, CO and Atlanta, GA.

Summit Investments was formed in 2009 by members of management and funds controlled by Energy Capital Partners II, LLC. Together with its affiliates, Energy Capital Partners is a private equity firm with over \$8 billion in capital commitments that is focused on investing in North America's energy infrastructure. In August 2011, Energy Capital Partners sold an interest in Summit Investments to GE Energy Financial Services. GE Energy Financial Services invests globally in essential, long-lived and capital-intensive energy assets.

INVESTOR CONTACT:

Summit Midstream Partners, LLC
Marc Stratton
Vice President and Treasurer
214-242-1966
ir@summitmidstream.com

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**Supplemental Information Regarding Summit Investments'
Acquisition of Equity Interests in Ohio Gathering**

December 20, 2013

Disclaimers

EXPLANATORY NOTE

Summit Midstream Partners, LLC ("Summit Investments") is a Delaware limited liability company and the predecessor for accounting purposes (the "Predecessor") of Summit Midstream Partners, LP, a Delaware limited partnership ("SMLP"). The accompanying financial and operating information and related notes include the assets, liabilities and results of operations of Summit Investments prior to Summit Investments' contribution of all of the limited liability company interests in Summit Midstream Holdings, LLC to SMLP in connection with SMLP's initial public offering ("IPO") in October 2012. The financial and operating information included in this presentation reflect the Predecessor financial statements, which are based on the historical ownership percentages of the operations that were contributed to SMLP by Energy Capital Partners II, LLC and its parallel and co-investment funds and GE Energy Financial Services, Inc. (collectively the "Sponsors") prior to the IPO. The effects of the IPO and related equity transfers occurring in October 2012 are reflected in this financial information subsequent to the IPO. The results of the Predecessor prior to the IPO may not be indicative of SMLP's future financial results.

FORWARD LOOKING STATEMENTS

This presentation includes certain statements, estimates and projections provided by Summit Investments with respect to its anticipated future performance. These "forward-looking" statements appear in a number of places in this presentation and include, but are not limited to, statements regarding Summit Investments' plans, intentions, beliefs, expectations and assumptions, as well as other statements that are not historical facts. Generally, these statements can be identified by the use of forward-looking terminology including "will," "may," "believe," "expect," "anticipate," "estimate," "continue," or other similar words. When considering these "forward-looking" statements, you should keep in mind that a number of factors that are beyond Summit Investments' control could cause actual results to differ materially from the results contemplated by any such forward-looking statements including, but not limited to, the following risks and uncertainties: fluctuations in oil, natural gas and NGL prices; the extent and quality of natural gas volumes produced within proximity of Summit Investments' assets; failure or delays by Summit Investments' customers in achieving expected production in their natural gas projects; competitive conditions in Summit Investments' industry and their impact on Summit Investments' ability to connect natural gas supplies to its gathering and processing assets or systems; actions or inactions taken or nonperformance by third parties, including suppliers, contractors, operators, processors, and shippers; Summit Investments' ability to successfully integrate recently acquired assets; operating hazards, natural disasters, weather-related delays, casualty losses and other matters beyond Summit Investments' control; Summit Investments' ability to control the costs of construction, including costs of materials, labor and right-of-way and other factors that may impact Summit Investments' ability to complete projects within budget and on schedule; and the effects of existing and future laws and governmental regulations, including environmental requirements on Summit Investments' business or operations. All of the forward-looking statements made in this document are qualified by these cautionary statements, and Summit Investments cannot assure you that actual results or developments that Summit Investments anticipates will be realized or, even if substantially realized, will have the expected consequences to, or effect on, Summit Investments or its business or operations.

Although the expectations in the forward-looking statements are based on Summit Investments' current beliefs and expectations, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date hereof. Summit Investments expressly disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Furthermore, the "forward-looking" statements reflect various assumptions by Summit Investments concerning anticipated results. While Summit Investments believes that these assumptions have a reasonable basis, they may or may not prove to be correct.

Summit Investments has no obligation to offer, and Summit Midstream Partners, LP has no right to acquire, any interest in Ohio Gathering or any other asset of Summit Investments.

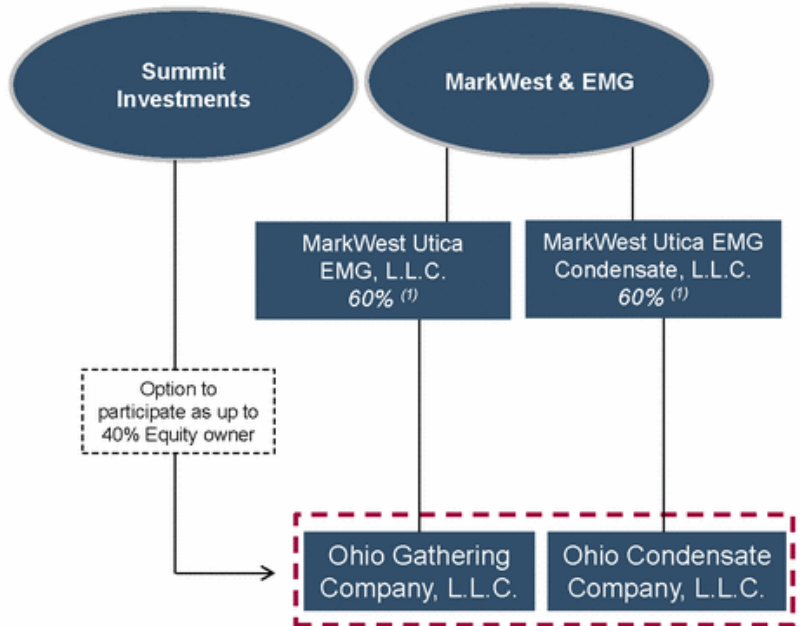
Transaction Summary

Summit Investments to Acquire Equity Interest in Utica Shale Gathering System in Southeastern Ohio from Blackhawk Midstream

Transaction Summary

- Summit Investments, the privately held company that owns and controls the general partner of SMLP, has agreed to acquire an equity interest in Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (together "Ohio Gathering") from Blackhawk Midstream, LLC
- The equity interest includes an option to increase its ownership interest in Ohio Gathering to 40.0%
- The acquisition of the initial interest is expected to close by January 31, 2014
 - The purchase of equity interests in Ohio Gathering will be funded by Summit Investments and its sponsors
- Summit Investments expects to fully exercise the option and increase its interest in Ohio Gathering in the second quarter of 2014
- Affiliates of MarkWest will continue to operate and develop Ohio Gathering

Pro Forma ⁽¹⁾ Ownership Structure



⁽¹⁾ Assumes option is exercised in full.

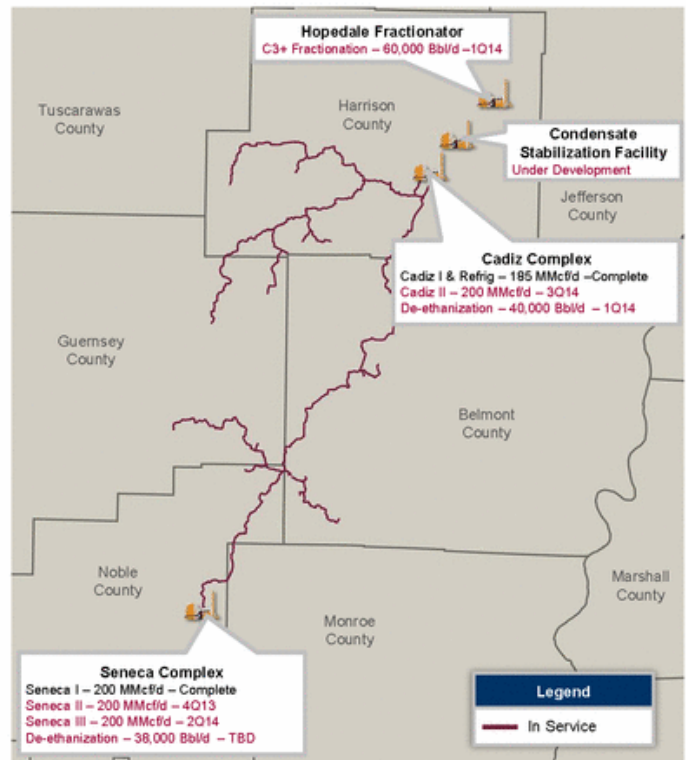
Asset Overview

Transaction provides ownership in premier gathering system in the Utica Shale

Asset Summary

- Ohio Gathering is developing a premier gathering system in the southern core of the highly prospective Utica Shale
 - Operations and development by affiliates of MarkWest
 - Serves producers in Harrison, Guernsey, Belmont, Noble and Monroe counties in southeastern Ohio
 - Current customers include Gulfport Energy, Rex Energy, PDC Energy, and other leading Utica producers
- Delivers exclusively to MarkWest Utica EMG's Cadiz and Seneca processing and fractionation complexes
- Gathering system development expected to expand with processing capacity expansions at MarkWest Utica EMG's Cadiz and Seneca processing and fractionation complexes
 - MarkWest Utica EMG's processing capacity expected to reach nearly 1.0 Bcf/d by 3Q 2014
 - 385 MMcf/d of existing processing capacity
 - 600 MMcf/d of additional capacity expected to come online by 3Q 2014
 - Fractionation and de-ethanization capacity expected to grow to 138,000 Bbls/d
- Development of a condensate transportation, storage and stabilization facility currently underway

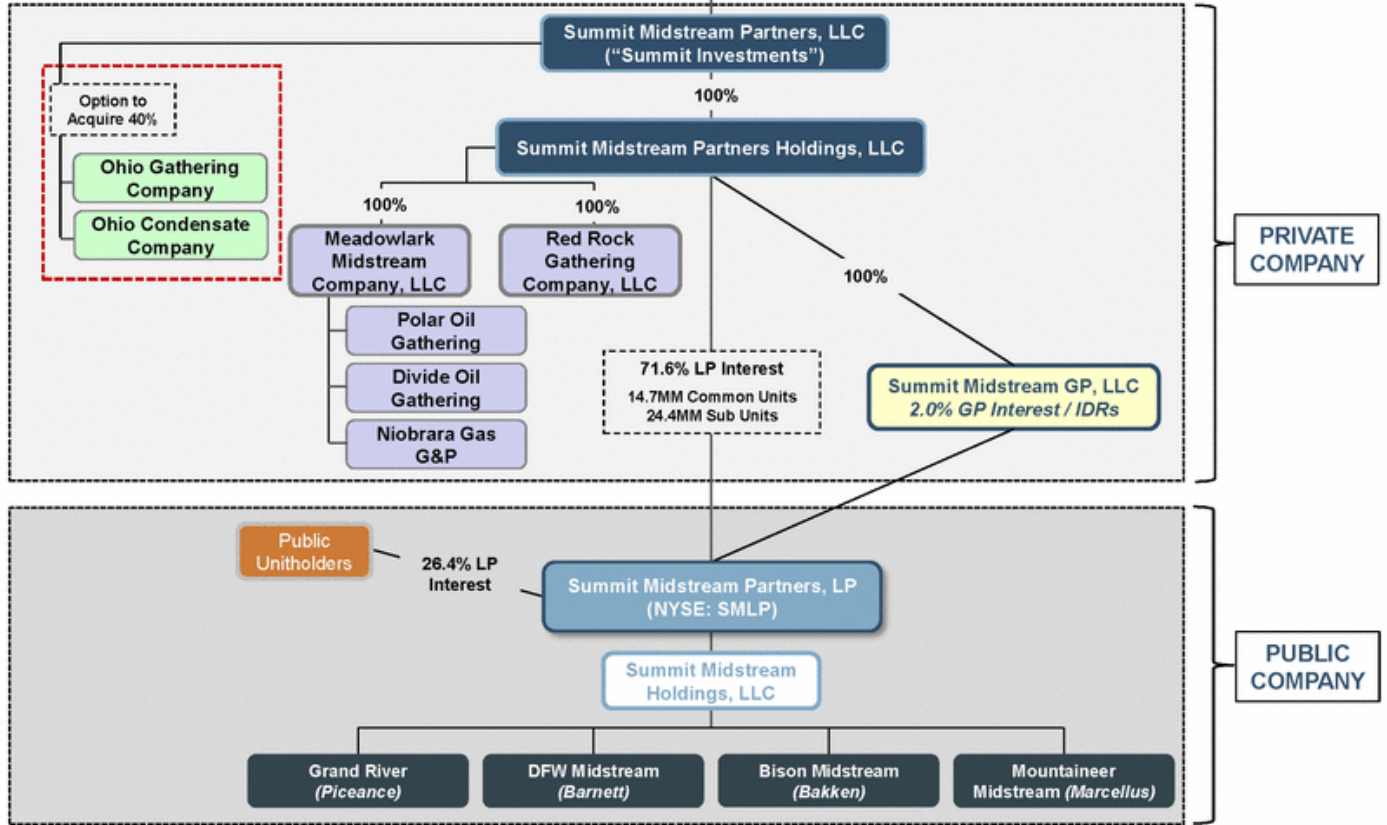
Map of Ohio Gathering & Delivery Points



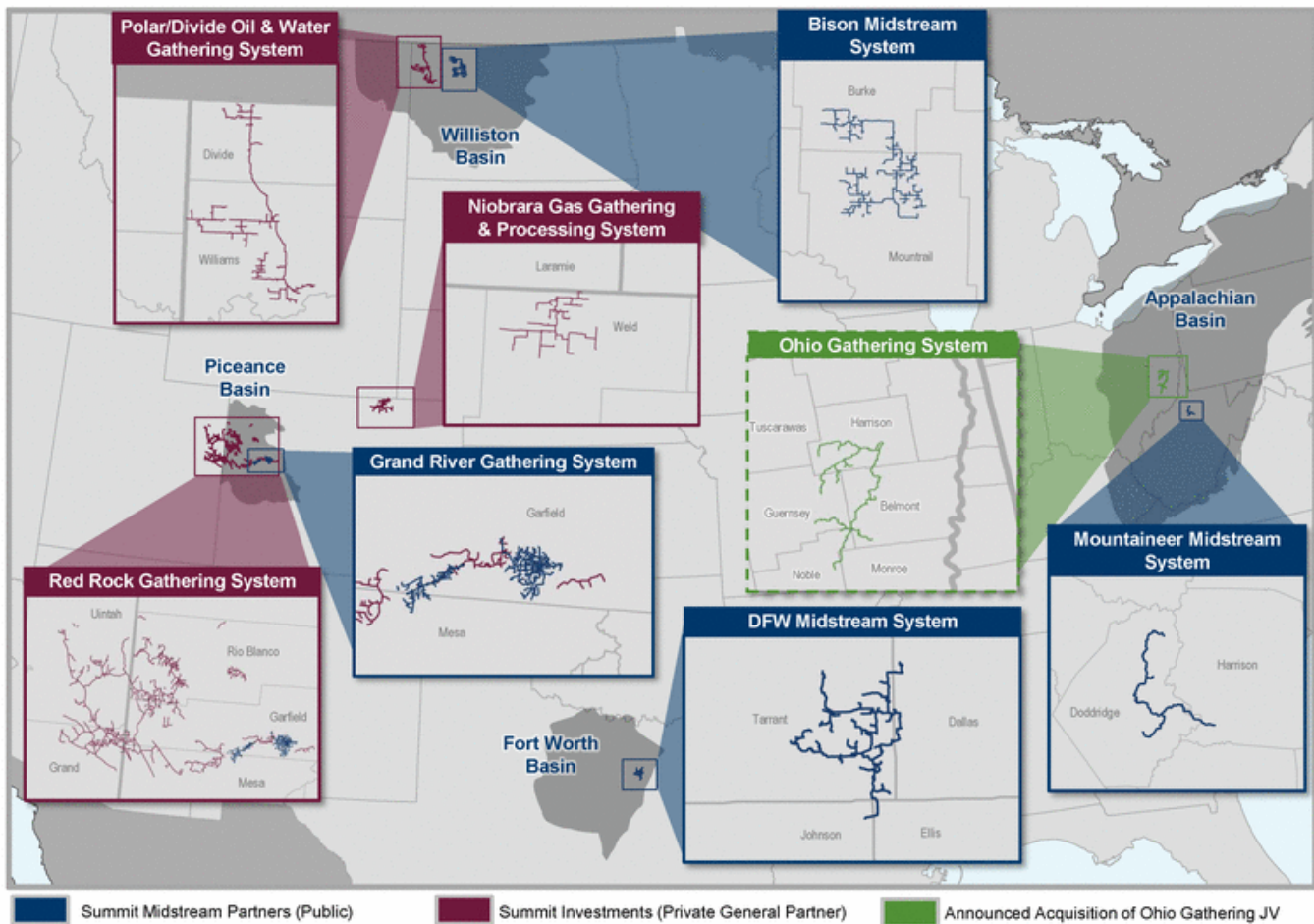
Pro Forma Summit Midstream Organizational Structure

EnergyCapital
Partners

GE
Energy Financial Services



The Summit Family Spans Multiple Basins Throughout North America



Summit Investments' Development Strategy

Summit Investments has the flexibility to develop and de-risk midstream assets for SMLP

- Summit Investments is used to incubate large acquisitions and greenfield development projects
- Once assets are cash flowing and development is sufficiently de-risked, Summit Investments expects to offer assets to SMLP
- Development strategy facilitates significant growth at SMLP with limited development and cash flow timing risk
- Summit Investments has access to multiple sources of capital to finance asset development
 - Operating cash flow
 - SMLP distributions
 - Sponsor equity
 - Bank facilities
 - Drop down asset sales
 - Secondary SMLP unit sales

