

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

**AMENDMENT NO. 2
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
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(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$35,616,800	\$3,885.79

* Estimated solely for the purpose of calculating the registration fee. The transaction valuation upon which the filing fee was based was calculated as follows: the product of \$445.21, average of the bid and asked price of the Partnership's 9.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units, (the "Series A Preferred Units") as of March 4, 2021, and 80,000, the maximum amount of issued and outstanding Series A Preferred Units offered to be exchanged. The amount of the filing fee assumes that 80,000 of the outstanding Series A Preferred Units will be exchanged and is calculated pursuant to Rule 0-11(b) of the Securities Exchange Act of 1934, as amended. The registration fee was paid on March 8, 2021 in connection with the filing by the Partnership of the original Schedule TO-I.

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: \$3,885.79
Form or Registration No.: Schedule TO-I

Filing Party: Summit Midstream Partners, LP
Date Filed: March 10, 2021

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. 2 amends and supplements the Tender Offer Statement on Schedule TO (the “**Schedule TO**”) originally filed with the Securities and Exchange Commission on March 10, 2021 by Summit Midstream Partners, LP (the “**Partnership**”), as amended by the Amendment No. 1 to Schedule TO filed on March 16, 2021 (“**Amendment No. 1**”), in connection with its offer to exchange, on the terms and subject to the conditions set forth in the Offer to Exchange, dated March 10, 2021 (as it may be supplemented and amended from time to time, the “**Offer to Exchange**”), and 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 Exchange, the “**Offering Documents**”), the Partnership’s 9.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (Liquidation Preference \$1,000) (the “**Series A Preferred Units**”) tendered in the Exchange Offer for up to 2,160,000 newly issued common units (the “**Maximum Exchange Amount**”) representing limited partner interests in the Partnership (the “**Common Units**”).

This Amendment No. 2 is being filed to reflect an increase of the exchange consideration and the Maximum Exchange Amount. For each Series A Preferred Unit properly tendered (and not validly withdrawn) prior to 11:59 p.m., New York City time, on April 6, 2021 (such time and date, as the same may be extended, the “**Expiration Date**”) and accepted by the Partnership, participating holders of Series A Preferred Units will receive 30 Common Units for each Series A Preferred Unit properly tendered, which is an increase of three Common Units, or approximately 11% more than the previous offer of 27 Common Units for each Series A Preferred Unit properly tendered (and not validly withdrawn). Further, the Maximum Exchange Amount will be increased from 2,160,000 Common Units to 2,400,000 Common Units to reflect the increased exchange consideration. Except as specifically provided herein and in Amendment No. 1, the information contained in the Offering Documents remains unchanged by this Amendment No. 2. You should read this Amendment No. 2 together with the Offering Documents and Amendment No. 1. Capitalized terms used but not defined herein shall have the meanings given to them in the Offer to Exchange.

Items 1 through 9 and Item 11.

Amendments to the Offer to Exchange

1. References to an Exchange Consideration of 27 Common Units per Series A Preferred Unit properly tendered (and not validly withdrawn) prior to the Expiration Date are hereby amended and replaced with 30 Common Units per Series A Preferred Unit, and any calculations using an assumed Exchange Consideration of 27 Common Units per Series A Preferred Unit shall now reflect an Exchange Consideration of 30 Common Units per Series A Preferred Unit.
2. References to a Maximum Exchange Amount of 2,160,000 Common Units are hereby amended and replaced with 2,400,000 Common Units, and any calculations using an assumed Maximum Exchange Amount of 2,160,000 Common Units shall now reflect a Maximum Exchange Amount of 2,400,000 Common Units to reflect the increased exchange consideration.
3. In the table under “Capitalization” on page 19 of the Offer to Exchange, the reference to 8,270,000 Common Units in the “As Adjusted” column of the “SMLP Common Units outstanding” row is hereby amended and replaced with 8,510,000 Common Units to reflect the increased exchange consideration.

Amendments to the Letter of Transmittal

1. References to an Exchange Consideration of 27 Common Units per Series A Preferred Unit properly tendered (and not validly withdrawn) prior to the Expiration Date are hereby amended and replaced with 30 Common Units per Series A Preferred Unit, and any calculations using an assumed Exchange Consideration of 27 Common Units per Series A Preferred Unit shall now reflect an Exchange Consideration of 30 Common Units per Series A Preferred Unit.
2. References to a Maximum Exchange Amount of 2,160,000 Common Units are hereby amended and replaced with 2,400,000 Common Units, and any calculations using an assumed Maximum Exchange Amount of 2,160,000 Common Units shall now reflect a Maximum Exchange Amount of 2,400,000 Common Units to reflect the increased exchange consideration.

Item 7. Source and Amount of Funds or Other Consideration.

Section (a) of Item 7 of the Schedule TO is hereby amended and restated as follows:

(a) Source of Funds.

The information set forth in the Offer to Exchange in the sections titled “The Exchange Offer — Terms of the Exchange Offer” and “Questions and Answers About the Exchange Offer” are incorporated herein by reference. Assuming full participation in the Exchange Offer, the Partnership will issue 2,400,000 Common Units as consideration for the Exchange Offer.

Item 12. Exhibits.

<u>Exhibit</u>	<u>Description</u>
(a)(1)(i)*	<u>Offer to Exchange, dated March 10, 2021.</u>
(a)(1)(ii)*	<u>Form of Letter of Transmittal.</u>
(a)(5)(i)	<u>Press Release, dated March 10, 2021 (Incorporated by reference to Exhibit 99.1 to the Partnership’s Current Report on Form 8-K filed on March 10, 2021).</u>
(a)(5)(ii)	<u>The Partnership’s Annual Report on Form 10-K for the year ended December 31, 2020 (Incorporated herein by reference to the Partnership’s filing with the SEC on March 4, 2021).</u>
(a)(5)(iii)	<u>Press Release, dated March 23, 2021 (Incorporated by reference to Exhibit 99.1 to the Partnership’s Current Report on Form 8-K filed on March 23, 2021).</u>
(b)	Not applicable.
(d)(1)	<u>Fourth Amended and Restated Agreement of Limited Partnership of Summit Midstream Partners, LP, dated May 28, 2020 (Incorporated herein by reference to Exhibit 3.1 of the Partnership’s Current Report on Form 8-K filed with the SEC on June 2, 2020).</u>
(d)(2)	<u>Second Amended and Restated Limited Liability Company Agreement of Summit Midstream GP, LLC, dated May 28, 2020 (Incorporated herein by reference to Exhibit 3.2 of the Partnership’s Current Report on Form 8-K filed with the SEC on June 2, 2020).</u>
(d)(3)	<u>Warrant to Purchase Common Units, dated May 28, 2020, from Summit Midstream Partners, LP to SMP TopCo, LLC (Incorporated herein by reference to Exhibit 10.6 of the Partnership’s Current Report on Form 8-K filed with the SEC on June 2, 2020).</u>
(d)(4)	<u>Warrant to Purchase Common Units, dated May 28, 2020, from Summit Midstream Partners, LP to SMLP Holdings, LLC (Incorporated herein by reference to Exhibit 10.7 of the Partnership’s Current Report on Form 8-K filed with the SEC on June 2, 2020).</u>
(d)(5)	<u>Term Loan Agreement, dated as of March 21, 2017, among Summit Midstream Partners Holdings, LLC, as borrower, the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent (Incorporated herein by reference to Exhibit 10.9 of the Partnership’s Current Report on Form 8-K filed with the SEC on June 2, 2020).</u>
(d)(6)	<u>Guarantee and Collateral Agreement, dated as of March 21, 2017, by and among Summit Midstream Partners Holdings, LLC, as grantor, Summit Midstream Partners, LLC, as pledgor and grantor and Credit Suisse AG, Cayman Islands Branch, as collateral agent (Incorporated herein by reference to Exhibit 10.10 of the Partnership’s Current Report on Form 8-K filed with the SEC on June 2, 2020).</u>
(g)	Not applicable.
(h)	Not applicable.

* Previously filed with the Schedule TO on March 10, 2021.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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: March 23, 2021

Summit Midstream Partners, LP

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

/s/ Marc D. Stratton

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