(Last)

(First)

(Middle)

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANG
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		Reporting Pers		S II, LLC							Symbol		ML		5. Relationsh (Check all ap X Dire	plicable ctor	e)	X 10	% Ov	vner
(Last) 51 JOHN SUITE 20		rst) EDY PARKW	(Middle VAY	e)		Date of E		t Transa	action	(Month	n/Day/Ye	ear)			belo	•	e uue See Rem	be	ner (s low)	pecify
(Street) SHORT I			07078	8	4. If	Ameno	lment,	Date of	f Origir	nal File	d (Mont	h/Day/	Year			n filed n filed	/Group Fill by One Re by More th	eporting	Perso	n
(City)	(St	ate)	(Zip)		<u> </u>										· •					
1. Title of S	Security (Inst		2. Da	Non-Derive Transaction ate Month/Day/Year)	2A. Exec if an	Deemed	l Pate,	3. Transa Code ( 8)	action (Instr.	4. Sec	curities A	Acquire	ed (A tr. 3,	) or 4 and 5)	5. Amount Securities Beneficiall Owned Following Reported Transactio	of y	6. Owner Form: Di (D) or Indirect ( (Instr. 4)	rect In	wners	re of Beneficial hip (Instr.
								Code	V	Amou	int	(D)	Pi	rice	(Instr. 3 an				37. C	MID
	N UNITS ( R INTERES		(	01/25/2016				P		37,	718 <sup>(1)</sup>	A	\$	16.67(2)(3)	1,248,5	533	I	H		MLP DINGS,
	N UNITS ( R INTERES			01/25/2016				P		25,0	000(1)	A	\$	17.17 <sup>(3)(4)</sup>	1,273,	533	I	H		MLP DINGS,
	N UNITS ( R INTERES		(	01/26/2016				P		3,4	00(1)	A	\$	16.48 <sup>(3)(5)</sup>	1,276,9	933	I	H		MLP DINGS,
	N UNITS ( R INTERES			01/26/2016				P		12,6	583 <sup>(1)</sup>	A	\$	17.31 <sup>(3)(6)</sup>	1,289,6	616	I	H		MLP DINGS,
	N UNITS ( R INTERES		(	01/27/2016				P		91,3	379 <sup>(1)</sup>	A	\$	17.79 <sup>(3)(7)</sup>	1,380,9	995	I	H		MLP DINGS,
	N UNITS ( R INTERES														151,1	60	I	N P	IIDS	UMMIT TREAM NERS,
	N UNITS ( R INTERES														5,293,	571	I	M P H	IIDS ART	UMMIT TREAM NERS DINGS,
			Table	II - Derivati										eneficial curities		l	•			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Ye	Exec ear) if an	Deemed cution Date,	4. Transa Code ( 8)	ction	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr.	mber ative rities red sed	6. Date Expira		isable aı ıte	nd 7	'. Titl Amou Secui Jnde Deriv	e and unt of rities rlying ative rity (Instr. 3	8. Price of Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo	rities ficially ed wing rted saction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	hip ( I D) ( ect (	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exerci	sable	Expirat Date		itle	Amount or Number of Shares						
		Reporting Pers		S II, LLC																

SUITE 200	NEDY PARKWAY	
(Street) SHORT HILLS	NJ	07078
(City)	(State)	(Zip)
	of Reporting Person* PITAL PARTNE	RS II, LP
(Last)	(First)	(Middle)
SUITE 200	NEDY PARKWAY	
(Street) SHORT HILLS	NJ	07078
(City)	(State)	(Zip)
	of Reporting Person* PITAL PARTNE	RS II-A, <u>LP</u>
(Last)	(First)	(Middle)
51 JOHN F. KEN SUITE 200	NEDY PARKWAY	
(Street) SHORT HILLS	NJ	07078
(City)	(State)	(Zip)
ENERGY CA	of Reporting Person* PITAL PARTNEF  (First)	(Middle)
51 JOHN F. KEN SUITE 200	NEDY PARKWAY	
(Street)	NI	07078
(Street) SHORT HILLS	NJ	07078
SHORT HILLS (City)	(State)	07078 (Zip)
(City)  1. Name and Address	(State)  of Reporting Person*  PITAL PARTNER	(Zip)
(City)  1. Name and Address ENERGY CA (SUMMIT IP)  (Last)	(State)  of Reporting Person*  PITAL PARTNER	(Zip)
(City)  1. Name and Address ENERGY CA (SUMMIT IP)  (Last) 51 JOHN F. KEN SUITE 200	(State)  of Reporting Person*  PITAL PARTNER  , LP  (First)  NEDY PARKWAY	(Zip) RS II-C
(City)  1. Name and Address ENERGY CAI (SUMMIT IP)  (Last) 51 JOHN F. KEN SUITE 200  (Street)	(State)  of Reporting Person*  PITAL PARTNER  , LP  (First)  NEDY PARKWAY	(Zip)  RS II-C  (Middle)
(City)  1. Name and Address ENERGY CAI (SUMMIT IP)  (Last) 51 JOHN F. KEN SUITE 200  (Street) SHORT HILLS  (City)  1. Name and Address	(State)  of Reporting Person*  PITAL PARTNER  , LP  (First)  NEDY PARKWAY  NJ  (State)	(Zip)  RS II-C  (Middle)  07078  (Zip)
(City)  1. Name and Address ENERGY CAI (SUMMIT IP)  (Last) 51 JOHN F. KEN SUITE 200  (Street) SHORT HILLS  (City)  1. Name and Address Energy Capital LP  (Last)	(State)  of Reporting Person*  PITAL PARTNER  , LP  (First)  NEDY PARKWAY  NJ  (State)  of Reporting Person*	(Zip)  RS II-C  (Middle)  07078  (Zip)
(City)  1. Name and Address ENERGY CAI (SUMMIT IP)  (Last) 51 JOHN F. KEN SUITE 200  (Street) SHORT HILLS  (City)  1. Name and Address Energy Capital LP  (Last) 51 JOHN F. KEN SUITE SUIT	(State)  of Reporting Person* PITAL PARTNER , LP  (First)  NEDY PARKWAY  NJ  (State)  of Reporting Person* L Partners II (Sum  (First)  NEDY PARKWAY	(Zip)  RS II-C  (Middle)  07078  (Zip)  mit Co-Invest),

#### **Explanation of Responses:**

- 1. Units were purchased pursuant to a 10b5-1 plan entered into on December 15, 2015.
- 2. These common units were purchased in multiple transactions ranging from \$16.14 to \$16.90, inclusive.
- 3. The price reported in Column 4 is a weighted average price. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in footnotes 2, 4, 5, 6 and 7.
- 4. These common units were purchased in multiple transactions ranging from \$17.00 to \$17.50, inclusive.
- $5.\ These\ common\ units\ were\ purchased\ in\ multiple\ transactions\ ranging\ from\ \$16.06\ to\ \$16.80,\ inclusive.$
- 6. These common units were purchased in multiple transactions ranging from \$17.17 to \$17.46, inclusive.
- 7. These common units were purchased in multiple transactions ranging from \$17.47 to \$18.02, inclusive.

### Remarks:

Energy Capital Partners II, LP ("ECP II"), Energy Capital Partners II-A, LP ("ECP II-A"), Energy Capital Partners II-B (SMLP IP), LP ("ECP II-B SMLP IP") and Energy Capital Partners II-C (SMLP IP), LP ("ECP II-C SMLP IP") and together with ECP II, ECP II-A and ECP II-B SMLP Holdings Owners. Accordingly, ECP and the SMLP Holdings Owners may be deemed to indirectly beneficially own the 1,380,995 common units held by SMLP Holdings but disclaim beneficial ownership except to the extent of their pecuniary interest therein. ECP II, ECP II-A, ECP II-A, ECP II-B IP, LP ("ECP II-B"), Energy Capital Partners II-C (Summit IP), LP ("ECP II-C"), Energy Capital Partners II (Summit Co-Invest), LP ("ECP Summit Co-Invest" and together with ECP II, ECP II-B and ECP II-C, the "ECP Funds"), collectively hold greater than a majority of the membership interest in Summit Midstream Partners, LLC ("Summit") and are entitled to elect five of the five directors of Summit. Summit is the sole member of Summit Midstream Partners Holdings, LLC ("SMPH") and as such, may be deemed to have indirectly beneficial ownership of the 5,244,731 common units held by SMPH in addition to the 151,160 common units held directly. Accordingly, ECP and the ECP Funds may be deemed to indirectly beneficially own the 5,444,731 common units held by Summit and SMPH but disclaim beneficial ownership except to the extent of their pecuniary interest therein. The common units do not include 24,409,850 subordinated units held by SMPH. The subordinated units may be converted into common units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

Energy Capital Partners II, LP By: Energy Capital Partners GP II, LP Its: General Partner 01/27/2016 By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel Energy Capital Partners II-A, LP By: Energy Capital Partners GP II, LP Its: General Partner 01/27/2016 By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel **Energy Capital Partners II-B** IP, LP By: Energy Capital Partners GP II, LP Its: General Partner By: Energy Capital 01/27/2016 Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel **Energy Capital Partners II-C** (Summit IP), LP By: Energy Capital Partners GP II, LP Its: General Partner By: Energy 01/27/2016 Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel **Energy Capital Partners II** (Summit Co-Invest), LP By: **Energy Capital Partners GP II** Co-Investment (Summit), LLC 01/27/2016 Its: General Partner By: Energy Capital Partners II, LLC Its: Managing Member By: /s/ Enoch O. Varner, Counsel Energy Capital Partners II, LLC By: /s/ Enoch O. Varner, 01/27/2016 \*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.