

**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)**

<b>Delaware</b>	<b>99-3056990</b>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
<b>910 Louisiana Street, Suite 4200 Houston, Texas</b> (Address of Principal Executive Offices)	<b>77002</b> (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 checked="" 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

On August 1, 2024, Summit Midstream Corporation, a Delaware corporation (the “Registrant”), completed the transactions contemplated by the Agreement and Plan of Merger, by and among the Registrant, Summit SMC NewCo, LLC (“Merger Sub”), a wholly-owned subsidiary of the Registrant, Summit Midstream Partners, LP (the “Partnership”) and Summit Midstream GP, LLC, the general partner of the Partnership, pursuant to which Merger Sub merged with and into the Partnership, with the Partnership continuing as the surviving entity and a wholly-owned subsidiary of the Registrant (the “Corporate Reorganization”).

In connection with the Corporate Reorganization, the Registrant assumed the Summit Midstream Partners, LP 2022 Long-Term Incentive Plan, as amended by the First Amendment, effective as of March 16, 2022 (the “2022 LTIP”) and all of the obligations of the Partnership thereunder. In connection with the assumption of the 2022 LTIP and the Corporate Reorganization, the Board of Directors of the Registrant (the “Board”) approved the amendment and restatement of the 2022 LTIP, with such amendment and restatement effective as of August 1, 2024 (such amended and restated plan, the Summit Midstream Corporation 2024 Long-Term Incentive Plan (the “Plan”).

The Plan authorizes the Compensation Committee of the Board, in its discretion, to grant awards of restricted stock, restricted stock units, stock options, stock appreciation rights and other awards related to the Registrant’s common stock, par value \$0.01 per share (“Common Stock”), upon such terms and conditions as it may determine appropriate and in accordance with the terms of the Plan. This Registration Statement on Form S-8 (this “Registration Statement”) is filed by the Registrant to register 1,926,281 shares of Common Stock to be issued pursuant to the Plan.

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## 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 Securities and Exchange Commission (the “Commission”) by the Registrant and Partnership are hereby incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (1) the prospectus dated June 14, 2024, filed on June 14, 2024 pursuant to Rule [424\(b\)\(3\)](#) under the Securities Act, relating to the Registration Statement on Form S-4, as amended (Registration No. 333-279903);
- (2) the Partnership’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed on March 15, 2024 (the “2023 Form 10-K”);
- (3) the information included in the Partnership’s Definitive Proxy Statement on [Schedule 14A](#) for the Registrant’s 2024 Annual Meeting of Limited Partners, filed on April 9, 2024, to the extent incorporated by reference in Part III of the 2023 Form 10-K;
- (4) the Partnership’s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2024, filed on [May 6, 2024](#), and the quarter ended June 30, 2024, filed on [August 9, 2024](#);
- (5) the Partnership’s Current Reports on Form 8-K filed on [March 22, 2024](#), [May 10, 2024](#), [May 22, 2024](#), [June 3, 2024](#), [June 7, 2024](#), [June 24, 2024](#), [July 17, 2024](#), [July 17, 2024](#), [July 19, 2024](#), [July 29, 2024](#) and [August 1, 2024](#) and on Form 8-K/A filed on [March 28, 2024](#);
- (6) the Registrant’s Current Report on [Form 8-K12B](#) filed on August 1, 2024; and
- (7) the description of the Registrant’s Common Stock contained in [Exhibit 99.1](#) of the Registrant’s Current Report on Form 8-K12B, filed on August 1, 2024, 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 (the “Exchange Act”), 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 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

## Item 6. Indemnification of Directors and Officers.

The Registrant's amended and restated certificate of incorporation provides that the Registrant's directors and officers will not be liable to the Registrant or its stockholders for monetary damages to the fullest extent permitted by the General Corporation Law of the State of Delaware (the "DGCL"). Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. In addition, if the DGCL is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director or officer of the Registrant will be limited to the fullest extent permitted by the amended DGCL. The Registrant will indemnify, and advance expenses to, any officer or director to the fullest extent authorized by the DGCL.

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with specified actions, suits and proceedings whether civil, criminal, administrative, or investigative, other than a derivative action by or in the right of the corporation, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

## Item 7. Exemption from Registration Claimed.

Not applicable.

## Item 8. Exhibits.

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

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">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)).</a>
4.2	<a href="#">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)).</a>
4.3	<a href="#">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)).</a>
4.4	<a href="#">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)).</a>
5.1*	<a href="#">Opinion of Kirkland &amp; Ellis LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23.2*	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23.3*	<a href="#">Consent of Kirkland &amp; Ellis LLP (contained in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

## Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" table in the effective Registration Statement; and
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement.
  - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 August 22, 2024.

### 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, this Registration Statement has been signed by the following persons in the capacities indicated on August 22, 2024.

<u>Signature</u>	<u>Title</u>
<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/ Lee Jacobe</u> Lee Jacobe	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/ Marguerite Woung-Chapman</u> Marguerite Woung-Chapman	Director

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS609 Main Street  
Houston, TX 77002  
United States

+1 713 836 3600

Facsimile:  
+1 713 836 3601

www.kirkland.com

August 22, 2024

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 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 the offer of an aggregate of up to 1,926,281 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 from time to time, 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. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of 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 assumptions, qualifications and limitations identified in this opinion, we are of the opinion that the Shares have been duly authorized, and, when issued pursuant to and in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

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”).

Austin Bay Area Beijing Boston Brussels Chicago Dallas Hong Kong London Los Angeles Miami Munich New York Paris Riyadh Salt Lake City Shanghai  
Washington, D.C.

## KIRKLAND & ELLIS LLP

Summit Midstream Corporation  
August 22, 2024  
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For purposes of rendering our opinions expressed above, we have assumed that (i) the Registration Statement remains effective during the offer and issuance of the Shares, (ii) at the time of the issuance and delivery of each Share (x) there will not have occurred any change in law affecting the validity, legally binding character or enforceability of such Share and (y) the issuance and delivery of such Share, the terms of such Share and compliance by the Company with the terms of such Share will not violate any applicable law, any agreement or instrument then binding upon the Company or any restriction imposed by any court or governmental body having jurisdiction over the Company.

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 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. This opinion speaks only as of the date that the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion should the DGCL be changed by legislative action, judicial decision or otherwise after the date hereof.

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.

We hereby consent to the filing of this opinion 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 Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 31, 2024, relating to the financial statement of Summit Midstream Corporation, appearing in the Registration Statement on Form S-4 of Summit Midstream Corporation for the period ended May 17, 2024.

*/s/ Deloitte & Touche LLP*

Houston, Texas

August 22, 2024

**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 15, 2024 relating to the financial statements of Summit Midstream Partners, LP and the effectiveness of Summit Midstream Partners, LP's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Summit Midstream Partners, LP for the year ended December 31, 2023.

*/s/ Deloitte & Touche LLP*

Houston, Texas

August 22, 2024

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Summit Midstream Corporation  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	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	Other(1)	1,926,281(2)	\$ 34.77(1)	\$ 66,976,791	\$ 0.00014760	\$ 9,886
<b>Total Offering Amounts</b>					\$ 66,976,791		\$ 9,886
<b>Total Fee Offsets</b>							N/A
<b>Net Fee Due</b>							\$ 9,886

- (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 August 16, 2024.
- (2) Represents Common Stock issuable in respect of awards granted under the Summit Midstream Corporation 2024 Long-Term Incentive Plan (as amended from time to time, the "Plan"). 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.