SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Matthews Louise E	2. Date of Event Requiring Stater Month/Day/Yea 08/04/2016	nent	3. Issuer Name and Ticker or Trading Symbol <u>Summit Midstream Partners, LP</u> [SMLP]				
(Last) (First) (Middle) C/O SUMMIT MIDSTREAM PARTNERS, LP 1790 HUGHES LANDING BLVD., SUITE 500 (Street) THE WOODLANDS TX 77380 (City) (State) (Zip)			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) See Remark	10% Owne Other (spe below)	r cify 6. Ir App	nth/Day/Year) dividual or Joint licable Line) C Form filed b	ate of Original Filed t/Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ature of Indirect Beneficial Ownership r. 5)	
Common Units			4,387	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Securit		4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)	
Phantom Units ⁽¹⁾	(2)	(3)	Common Units	709	0.0	D	
Phantom Units ⁽¹⁾	(4)	(3)	Common Units	1,964	0.0	D	
Phantom Units ⁽¹⁾	(5)	(3)	Common Units	11,808	0.0	D	

Explanation of Responses:

1. Each phantom unit is the economic equivalent of one common unit.

2. One-third of the phantom units subject to the 2014 award agreement vested on March 15, 2015, another one-third on March 15, 2016, with the final one-third of phantom units subject to vesting on March 15, 2017, subject to continued employment. The Reporting Person received DERs for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.

3. The phantom units and associated DERs do not expire. The phantom units are settled upon vesting in common units (on a one-for-one basis) or in cash, at the discretion of the Issuer.

4. One-third of the phantom units (rounded down to the nearest whole number of units, except in the case of the final vesting date) subject to the 2015 award agreement vested on March 15, 2016, with the remaining two-thirds vesting on the second and third anniversaries of the March 15, 2015 grant date, subject to continued employment. The Reporting Person received DERs for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.

5. One-third of the phantom units (rounded down to the nearest whole number of units, except in the case of the final vesting date) shall vest on each of the first, second and third anniversaries of the March 15, 2016 grant date, subject to continued employment. The Reporting Person received DERs for each phantom unit, providing for payment on the vesting date of a lump sum of cash equal to the accrued distributions from and after the grant date of the phantom units.

Remarks:

The Reporting Person is Senior Vice President - Human Resources and Corporate Communications of Summit Midstream GP, LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner.

> /s/ Brock M. Degeyter, Attorney-in-Fact for Louise E. 08/11/2016

Matthews

** Signature of Reporting Person Date

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 5 (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.