(Street)

(City)

SHORT HILLS

NJ

(State)

07078

(Zip)

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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|---|-------------------------------------|----------------|---------------|---|---|---|--|---|-----------------------|--|---|-----|
| | | | | | | .6(a) of the Securities Exchange the Investment Company Act of | | | | | | |
| 1. Name and Address of Reporting Person* SUMMIT MIDSTREAM DADTINED C. L.L.C. | | | F (I | 2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2012 | | 3. Issuer Name and Ticker or Trading Symbol Summit Midstream Partners, LP [SMLP] | | | | | | |
| PARTNERS, LLC (Last) (First) (Middle) 2100 MCKINNEY AVENUE, SUITE 1250 (Street) DALLAS TX 75201 | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title Other (spec | | | (Month/Da 09/27/20 | | endment, Date of Original Filed Day/Year) 2012 | |
| | | | | | | below) | below) | 6 | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| | | | Т | able I - Nor | -Derivati | ve Securities Beneficia | lly Owned | | | | | |
| 1. Title of Security (Instr. 4) | | | | | Amount of Securities eneficially Owned (Instr. 4) | 3. Ownersl Form: Dire or Indirect (Instr. 5) | ct (D) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | | | |
| Common Un | nits (Limited P | artner Interes | its) | | | 10,029,850(4)(5) | D ⁽¹⁾⁽²⁾ | (3) | | | | |
| | | | (e.ç | | | e Securities Beneficially nts, options, convertibl | | es) | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | | 2. Date Exercisable a Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4 | | 4. Conver | rsion rcise | Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivation | tive | Direct (D) or Indirect (I) (Instr. 5) | | |
| 1 | ddress of Repor | | <u>'NERS,</u> | <u>LLC</u> | | | | | | | | |
| (Last) 2100 MCKI | (First) | | (Middle) | | | | | | | | | |
| (Street) DALLAS | TX | | 75201 | | | | | | | | | |
| (City) | (State |) | (Zip) | | | | | | | | | |
| I | ddress of Repor | - | LC | | | | | | | | | |
| 1 | (First) IIT MIDSTRE NNEY AVEN | EAM PARTNI | | 2 | | | | | | | | |
| (Street) DALLAS | TX | | 75201 | | | | | | | | | |
| (City) | (State |) | (Zip) | | | | | | | | | |
| | ddress of Repor | | RS II, LI | LC | | | | | | | | |
| (Last) | (First) | | (Middle) | | | | | | | | | |

| 1. Name and Address of Reporting Person* ENERGY CAPITAL PARTNERS II, LP | | | | | | | | |
|---|----------------------------|-------------------|--|--|--|--|--|--|
| (Last) (First) (Middle) 51 JOHN F. KENNEDY PARKWAY, SUITE 200 | | | | | | | | |
| (Street) SHORT HILLS | NJ | 07078 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* ENERGY CAPITAL PARTNERS II-A, LP | | | | | | | | |
| (Last) 51 JOHN F. KENN | (First) IEDY PARKWAY, S | (Middle) UITE 200 | | | | | | |
| (Street) SHORT HILLS | NJ | 07078 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* <u>ENERGY CAPITAL PARTNERS II-B IP, LP</u> | | | | | | | | |
| (Last) 51 JOHN F. KENN | (First) IEDY PARKWAY, S | (Middle) UITE 200 | | | | | | |
| (Street) SHORT HILLS | NJ | 07078 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP | | | | | | | | |
| (Last) 51 JOHN F. KENN | (First) IEDY PARKWAY, S | (Middle) UITE 200 | | | | | | |
| (Street) SHORT HILLS | NJ | 07078 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person* <u>Energy Capital Partners II (Summit Co-Invest)</u> , <u>LP</u> | | | | | | | | |
| (Last) 51 JOHN F. KENN | (First) IEDY PARKWAY, S | (Middle) UITE 200 | | | | | | |
| (Street) SHORT HILLS | NJ | 07078 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Explanation of Responses:

1. This Form 3 is filed jointly by Summit Midstream Partners, LLC ("Summit Investments"), Summit Midstream GP, LLC (the "General Partner"), Energy Capital Partners II, LLC ("ECP"), Energy Capital Partners II, LP ("ECP II"), Energy Capital Partners II-A, LP ("ECP II-A"), Energy Capital Partners 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-A, ECP II-B and ECP II-C, the "ECP Funds") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-183466) (the "Registration Statement"). ECP is the general partner of the general partner of each of the ECP Funds and has voting and investment control over the securities held thereby.

- 2. As of the effectiveness of the Registration Statement, Summit Investments owns a 98% limited partnership interest in the Issuer. The General Partner owns a 2% general partnership interest in the Issuer and Summit Investments owns all of the membership interests in the General Partner. Accordingly, Summit Investments may be deemed to indirectly beneficially own the securities of the Issuer held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
- 3. ECP and the ECP Funds collectively hold 88.75% of the membership interest in Summit Investments and are entitled to elect four of the five directors of Summit Investments. Accordingly, ECP and the ECP Funds may be deemed to indirectly beneficially own the common units and subordinated units held by Summit Investments but disclaim beneficial ownership except to the extent of their pecuniary interest
- 4. As described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, Summit Investments contributes certain assets to the Issuer and receives (i) 10,029,850 common units, representing a 20.1% limited partner interest in Issuer and (ii) 24,409,850 subordinated units, representing a 49.0% limited partner interest in Issuer, for a combined 69.1% interest in the Issuer. The Issuer also redeems for nominal consideration the current 98% limited partner interest in the Issuer held by Summit Investments. The foregoing gives effect to the exercise by the underwriters of their option to purchase additional shares.
- 5. In connection with the closing of the initial public offering of the Issuer, the General Partner will own approximately 996,320 general partner units, representing its 2.0% general partner interest in the Issuer.

/s/ Steven J. Newby, President and Chief Executive Officer, 10/05/2012 Summit Midstream Partners, LLC /s/ Steven J. Newby, President 10/05/2012 and Chief Executive Officer, Summit Midstream GP, LLC /s/ Christopher M. Leininger, Deputy General Counsel, 10/05/2012 Energy Capital Partners II, .Energy Capital Partners II, LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital Partners II, 10/05/2012 LLC, its General Partner; By: /s/ Christopher M. Leininger, **Deputy General Counsel** Energy Capital Partners II-A, LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital 10/05/2012 Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, Deputy General Counsel Energy Capital Partners II-B IP, LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital 10/05/2012 Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, Deputy General Counsel Energy Capital Partners II-C (Summit IP), LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy 10/05/2012 Capital Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, **Deputy General Counsel Energy Capital Partners II** (Summit Co-Invest), LP; By: Energy Capital Partners GP II Co-Investment (Summit), LLC, its General Partner; By: Energy 10/05/2012 Capital Partners II, LLC, its Managing Member; By: /s/ Christopher M. Leininger, **Deputy General Counsel** ** Signature of Reporting Person

 $\label{lem:Remodel} \textit{Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.}$

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.

^{*} 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).