

Summit Midstream Partners, LP
Form 4
March 17, 2017

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
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Newby Steven J

(Last) (First) (Middle)

C/O SUMMIT MIDSTREAM
PARTNERS, LP, 1790 HUGHES
LANDING BLVD., SUITE 500

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Summit Midstream Partners, LP
[SMLP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Units	03/15/2017		M		45,373	A	<u>11</u>	63,171	D
Common Units	03/15/2017		F		10,359	D	\$ 22.5	52,812	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (DCP)	(2)	03/15/2017		A		3,121		(2)	(2)	Common Units	3,121
Phantom Units	(1)	03/15/2017		M		6,335		(3)	(4)	Common Units	6,335
Distribution Equivalent Rights	\$ 6.705	03/15/2017		D		6,335		(3)	(4)	Common Units	6,335
Phantom Units (DCP)	(5)	03/15/2017		A		6,239		(5)	(5)	Common Units	6,239
Phantom Units	(1)	03/15/2017		M		12,667		(6)	(4)	Common Units	12,667
Distribution Equivalent Rights	\$ 4.585	03/15/2017		D		12,667		(6)	(4)	Common Units	12,667
Phantom Units (DCP)	(7)	03/15/2017		A		12,990		(7)	(7)	Common Units	12,990
Phantom Units	(1)	03/15/2017		M		26,371		(8)	(4)	Common Units	26,371
Distribution Equivalent Rights	\$ 2.3	03/15/2017		D		26,371		(8)	(4)	Common Units	26,371
Phantom Units	(1)	03/15/2017		A		86,666		(9)	(4)	Common Units	86,666

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Newby Steven J C/O SUMMIT MIDSTREAM PARTNERS, LP 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380	X See Remarks

Signatures

/s/ Brock M. Degeyter, Attorney-in-Fact for Steven J. Newby

03/17/2017

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

(2) Under the terms of the Summit Midstream Partners, LLC Deferred Compensation Plan (DCP), the Reporting Person has elected to defer a portion of his phantom units (and the accrued DERs) associated with his March 15, 2014 award, and will be entitled to a distribution in Common Units or cash, as determined by the company, upon termination of employment. The Reporting Person is entitled to DERs, providing for payment equal to the distributions from and after grant date of the phantom units.

(3) The final one-third of the phantom units subject to the original award agreement vested on March 15, 2017, on the third anniversary of the March 15, 2014 grant date. The Reporting Person received distribution equivalent rights (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.

(4) 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.

(5) Under the terms of the Summit Midstream Partners, LLC Deferred Compensation Plan (DCP), the Reporting Person has elected to defer a portion of his phantom units (and the accrued DERs) associated with his March 15, 2015 award, and will be entitled to a distribution in Common Units or cash, as determined by the company, upon termination of employment. The Reporting Person is entitled to DERs, providing for payment equal to the distributions from and after grant date of the phantom units.

(6) One-third of the phantom units subject to the original award agreement vested on March 15, 2017, with the final one-third of the phantom units subject to vesting on the third anniversary of the March 15, 2015 grant date, subject to continued employment. The Reporting Person received distribution equivalent rights (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.

(7) Under the terms of the Summit Midstream Partners, LLC Deferred Compensation Plan (DCP), the Reporting Person has elected to defer a portion of his phantom units (and the accrued DERs) associated with his March 15, 2016 award, and will be entitled to a distribution in Common Units or cash, as determined by the company, upon termination of employment. The Reporting Person is entitled to DERs, providing for payment equal to the distributions from and after grant date of the phantom units.

(8) One-third of the phantom units subject to the original award agreement vested on March 15, 2017, with the remaining phantom units subject to vesting on the 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.

(9) 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 Grant Date (March 15, 2017), subject to continued employment and accelerated vesting as provided in the applicable award agreement. The Reporting Person will receive distribution equivalent rights 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 President and Chief Executive Officer of Summit Midstream GP, LLC, the general partner of the Issuer.

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

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