

ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP
 Form 4
 December 17, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SUMMIT MIDSTREAM PARTNERS, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1790 HUGHES LANDING BLVD., SUITE 500,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 SEE REMARKS

THE WOODLANDS, TX 77380

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Units (Limited Partner Interests)	12/15/2015		P	68,364	A	15.86 <u>(1)</u>	143,641 D
Common Units (Limited Partner Interests)	12/15/2015		P	7,519	A	16.59 <u>(2)</u>	151,160 D
					5,293,571	I	

Common
Units
(Limited
Partner
Interests)

BY: SUMMIT
MIDSTREAM
PARTNERS
HOLDINGS,
LLC

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT MIDSTREAM PARTNERS, LLC 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380	X	X		SEE REMARKS
SUMMIT MIDSTREAM PARTNERS HOLDINGS, LLC C/O SUMMIT MIDSTREAM PARTNERS LP 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380	X	X		
ENERGY CAPITAL PARTNERS II, LLC 51 JOHN F. KENNEDY PARKWAY, SUITE 200 SHORT HILLS, NJ 07078	X	X		
ENERGY CAPITAL PARTNERS II, LP 51 JOHN F. KENNEDY PARKWAY, SUITE 200 SHORT HILLS, NJ 07078			X	

ENERGY CAPITAL PARTNERS II-A, LP
51 JOHN F. KENNEDY PARKWAY, SUITE 200 X
SHORT HILLS, NJ 07078

ENERGY CAPITAL PARTNERS II-B IP, LP
51 JOHN F. KENNEDY PARKWAY, SUITE 200 X
SHORT HILLS, NJ 07078

ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP
51 JOHN F. KENNEDY PARKWAY, SUITE 200 X
SHORT HILLS, NJ 07078

Energy Capital Partners II (Summit Co-Invest), LP
51 JOHN F. KENNEDY PARKWAY, SUITE 200 X
SHORT HILLS, NJ 07078

Signatures

/s/ Steven J. Newby, President and Chief Executive Officer, Summit Midstream Partners, LLC 12/16/2015

__Signature of Reporting Person Date

/s/ Brock M. Degeyter, Executive Vice President, General Counsel and Secretary of Summit Midstream Partners Holdings, LLC 12/16/2015

__Signature of Reporting Person Date

Energy Capital Partners II, LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, Deputy General Counsel 12/16/2015

__Signature of Reporting Person Date

Energy Capital Partners II-A, LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, Deputy General Counsel 12/16/2015

__Signature of Reporting Person Date

Energy Capital Partners II-B IP, LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, Deputy General Counsel 12/16/2015

__Signature of Reporting Person Date

Energy Capital Partners II-C (Summit IP), LP; By: Energy Capital Partners GP II, LP, its General Partner; By: Energy Capital Partners II, LLC, its General Partner; By: /s/ Christopher M. Leininger, Deputy General Counsel 12/16/2015

__Signature of Reporting Person Date

Energy Capital Partners II (Summit Co-Invest), LP; By: Energy Capital Partners GP II Co-Investment (Summit), LLC, its General Partner; By: Energy Capital Partners II, LLC, its Managing Member; By: /s/ Christopher M. Leininger, Deputy General Counsel 12/16/2015

__Signature of Reporting Person Date

Energy Capital Partners II, LLC; By: /s/ Christopher M. Leininger, Deputy General Counsel 12/16/2015

__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) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$15.21 to \$16.17, inclusive. 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 range set forth above.
- (2) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$16.24 to \$16.90, inclusive. 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 range set forth above.

Remarks:

Energy Capital Partners II, LLC ("ECP"), Energy Capital Partners II, LP ("ECP II"), Energy Capital Partners II-A, LP ("ECP I

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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