Harrison Matthew S. Form 4 March 16, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

See remarks below.

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Harrison Matthew S. Issuer Symbol Summit Midstream Partners, LP (Check all applicable)

(Month/Day/Year)

03/15/2018

[SMLP] (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify

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

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

THE WOODLANDS, TX 77380

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/15/2018 67,310 D M 31,178 A (1) Units Common 03/15/2018 F 3,357 D 63,953 D Units

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Harrison Matthew S. - Form 4

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired posed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Phantom Units	<u>(1)</u>	03/15/2018		M		6,187	(2)	(3)	Common Units	6,18
Distribution Equivalent Rights	\$ 6.885	03/15/2018		D		6,187	(2)	(3)	Common Units	6,18
Phantom Units	(1)	03/15/2018		M		14,620	<u>(4)</u>	(3)	Common Units	14,6
Distribution Equivalent Rights	\$ 4.6	03/15/2018		D		14,620	<u>(4)</u>	<u>(3)</u>	Common Units	14,6
Phantom Units	(1)	03/15/2018		M		10,371	<u>(5)</u>	(3)	Common Units	10,3
Distribution Equivalent Rights	\$ 2.3	03/15/2018		D		10,371	<u>(5)</u>	(3)	Common Units	10,3
Phantom Units	(1)	03/15/2018		A	44,262		<u>(6)</u>	(3)	Common Units	44,2

Deletionships

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Harrison Matthew S. C/O SUMMIT MIDSTREAM PARTNERS, LP 1790 HUGHES LANDING BLVD., SUITE 500 THE WOODLANDS, TX 77380			See remarks below.			

# **Signatures**

/s/ Brock M. Degeyter, Attorney-in-Fact for Matthew S.
Harrison 03/16/2018

\*\*Signature of Reporting Person Date

Reporting Owners 2

## **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.
- The final one-third of the phantom units subject to the original award agreement vested on March 15, 2018, on the third anniversary of the March 15, 2015 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.
- (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.
- One-third of the phantom units subject to the original award agreement vested on March 15, 2018, with the final one-third of the phantom units subject to vesting on the third anniversary of the March 15, 2016 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.
- One-third of the phantom units subject to the original award agreement vested on March 15, 2018, with the remaining phantom units subject to vesting on the second and third anniversaries of the March 15, 2017 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.
- vest on each of the first, second and third anniversaries of the Grant Date (March 15, 2018), subject to continued employment and

  (6) 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.

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

#### **Remarks:**

The Reporting Person is Executive Vice President and Chief Financial Officer of Summit Midstream GP, LLC, the general pa Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.