

Edgar Filing: Summit Midstream Partners, LP - Form 10-Q/A

Summit Midstream Partners, LP
Form 10-Q/A
October 04, 2013

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

Form 10-Q/A
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-35666

Summit Midstream Partners, LP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

45-5200503

(I.R.S. Employer
Identification No.)

2100 McKinney Avenue, Suite 1250

Dallas, Texas

(Address of principal executive offices)

75201

(Zip Code)

(214) 242-1955

(Registrant's telephone number, including area code)

Not applicable.

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company)

Smaller Reporting Company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	As of July 31, 2013
Common Units	29,073,974 units
Subordinated Units	24,409,850 units
General Partner Units	1,091,453 units

EXPLANATORY NOTE

Summit Midstream Partners, LP is filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 (filed with the Securities and Exchange Commission on August 13, 2013) to amend Exhibit 10.1 (Gas Purchase Agreement), Exhibit 10.2 (Gas Gathering and Compression Agreement), and Exhibit 10.3 (Purchase and Sale Agreement) (collectively, the “Exhibits”) in response to communications from the staff of the Securities and Exchange Commission regarding our request for confidential treatment for certain portions of the Exhibits. Item 6 of Part II of the original filing is hereby amended to include revised redacted versions of the Exhibits. All other items of our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 are unaffected by the change described above and have been omitted from this Amendment No. 1.

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Item 6. Exhibits.

Each exhibit identified below is filed as a part of this report.

Exhibit number	Description
3.1	First Amended and Restated Agreement of Limited Partnership of Summit Midstream Partners, LP, dated as of October 3, 2012 (Incorporated herein by reference to Exhibit 3.1 to SMLP's Current Report on Form 8-K dated October 4, 2012 (Commission File No. 001-35666))
3.2	Amended and Restated Limited Liability Company Agreement of Summit Midstream GP, LLC, dated as of October 3, 2012 (Incorporated herein by reference to Exhibit 3.2 to SMLP's Current Report on Form 8-K dated October 4, 2012 (Commission File No. 001-35666))
4.1	7 1/2% Senior Notes Due 2021 Indenture dated as of June 17, 2013 by and between Summit Midstream Holdings, LLC, Summit Midstream Finance Corp., Summit Midstream Partners, LP, the subsidiary guarantors named therein and U.S. Bank National Association (Incorporated herein by reference to Exhibit 4.1 to SMLP's Current Report on Form 8-K dated June 17, 2013 (Commission File No. 001-35666))
4.2	Registration Rights Agreement dated as of June 17, 2013 by and between Summit Midstream Holdings, LLC, Summit Midstream Finance Corp., Summit Midstream Partners, LP, DFW Midstream Services LLC, Grand River Gathering, LLC, Bison Midstream, LLC, Mountaineer Midstream Company, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated Deutsche Bank Securities Inc., RBC Capital Markets, LLC, and RBS Securities Inc., (Incorporated herein by reference to Exhibit 4.2 to SMLP's Current Report on Form 8-K dated June 17, 2013 (Commission File No. 001-35666))
10.1	† * Gas Purchase Agreement dated as of December 20, 2010 by and between Bear Tracker Energy, LLC., and EOG Resources, Inc.
10.2	† * Gas Gathering and Compression Agreement dated as of April 16, 2012 by and between MarkWest Liberty Midstream & Resources, L.L.C., and Antero Resources Appalachian Corporation
10.3	† * Purchase and Sale Agreement dated as of June 4, 2013 by and between MarkWest Liberty Midstream & Resources, L.L.C. and Summit Midstream Partners, LP
10.4	Summit Midstream Partners, LLC Deferred Compensation Plan dated as of July 1, 2013 (Incorporated by reference to Exhibit 4.3 to the registration statement on Form S-8 of Summit Midstream Partners, LP (File No. 333-189684), filed on June 28, 2013)
10.5	Purchase Agreement dated as of June 12, 2013 by and between Summit Midstream Holdings, LLC, Summit Midstream Finance Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated and the other several initial purchasers (Incorporated herein by reference to Exhibit 1.1 to SMLP's Current Report on Form 8-K dated June 17, 2013 (Commission File No. 001-35666))
10.8	Contribution Agreement dated as of June 4, 2013 by and between Summit Midstream Partners Holdings, LLC, Bison Midstream, LLC and Summit Midstream Partners, LP, (Incorporated herein by reference to Exhibit 10.1 to SMLP's Current Report on Form 8-K dated June 5, 2013 (Commission File No. 001-35666))
10.9	Increase Joinder dated as of June 4, 2013 with respect to the Amended and Restated Credit Agreement, dated as of May 7, 2012 (Incorporated herein by reference to Exhibit 10.2 to SMLP's Current Report on Form 8-K dated June 5, 2013 (Commission File No. 001-35666))
10.10	Unit Purchase Agreement dated as of June 4, 2013 by and between Summit Midstream Partners, LP, Summit Midstream Partners Holdings, LLC, and Summit Midstream GP, LLC (Incorporated herein by reference to Exhibit 10.3 to SMLP's Current Report on Form 8-K dated June 5, 2013 (Commission File No. 001-35666))
31.1	* Rule 13a-14(a)/15d-14(a) Certification, executed by Steven J. Newby, President, Chief Executive Officer and Director
31.2	*

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Rule 13a-14(a)/15d-14(a) Certification, executed by Matthew S. Harrison, Senior Vice President and Chief Financial Officer

32.1 * Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), executed by Steven J. Newby, President, Chief Executive Officer and Director, and Matthew S. Harrison, Senior Vice President and Chief Financial Officer

101.INS ** XBRL Instance Document (1) (Incorporated herein by reference to Exhibit 101.INS to SMLP's Quarterly Report on Form 10-Q dated August 13, 2013 (Commission File No. 001-35666))

101.SCH ** XBRL Taxonomy Extension Schema (Incorporated herein by reference to Exhibit 101.SCH to SMLP's Quarterly Report on Form 10-Q dated August 13, 2013 (Commission File No. 001-35666))

1

101.CAL	**	XBRL Taxonomy Extension Calculation Linkbase (Incorporated herein by reference to Exhibit 101.CAL to SMLP's Quarterly Report on Form 10-Q dated August 13, 2013 (Commission File No. 001-35666))
101.DEF	**	XBRL Taxonomy Extension Definition Linkbase (Incorporated herein by reference to Exhibit 101.DEF to SMLP's Quarterly Report on Form 10-Q dated August 13, 2013 (Commission File No. 001-35666))
101.LAB	**	XBRL Taxonomy Extension Label Linkbase (Incorporated herein by reference to Exhibit 101.LAB to SMLP's Quarterly Report on Form 10-Q dated August 13, 2013 (Commission File No. 001-35666))
101.PRE	**	XBRL Taxonomy Extension Presentation Linkbase (Incorporated herein by reference to Exhibit 101.PRE to SMLP's Quarterly Report on Form 10-Q dated August 13, 2013 (Commission File No. 001-35666))

† Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the Securities and Exchange Commission.

* Filed herewith

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections. The financial information contained in the XBRL(eXtensible Business Reporting Language)-related documents is unaudited and unreviewed.

(1) Includes the following unaudited materials contained in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, formatted in XBRL: (i) Unaudited Condensed Consolidated Balance Sheets, (ii) Unaudited Condensed Consolidated Statements of Operations, (iii) Unaudited Condensed Consolidated Statements of Partners' Capital and Membership Interests, (iv) Unaudited Condensed Consolidated Statements of Cash Flows, and (v) Notes to Unaudited Condensed Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Summit Midstream Partners, LP
(Registrant)

By: Summit Midstream GP, LLC (its general partner)

October 4, 2013

/s/ Matthew S. Harrison
Matthew S. Harrison, Senior Vice President and Chief Financial
Officer (Principal Financial and Accounting Officer)