

Summit Midstream Partners, LP
Form 424B3
January 30, 2017

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-213950

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, but the information in this prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying base prospectus are not an offer to sell the securities described herein and therein and are not soliciting offers to buy such securities in any state where such offer or sale is not permitted.

Subject to Completion, dated January 30, 2017

PROSPECTUS SUPPLEMENT
(To Prospectus dated November 22, 2016)

Summit Midstream Partners, LP

4,000,000 Common Units
Representing Limited Partner Interests

Summit Midstream Partners Holdings, LLC, the selling unitholder, is offering 4,000,000 common units representing limited partner interests in Summit Midstream Partners, LP. We will not receive any proceeds from this offering.

Our common units trade on the New York Stock Exchange under the symbol "SMLP." On January 27, 2017, the last reported trading price of our common units was \$25.90.

Investing in our common units involves risks. See "Risk Factors" beginning on page S-10 of this prospectus supplement and on page 2 of the accompanying base prospectus and the other risk factors incorporated by reference into this prospectus supplement and the accompanying base prospectus.

	Per Common Unit	Total
Price to the public	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds to the selling unitholder (before expenses)	\$	\$

The selling unitholder has granted the underwriter the option to purchase 600,000 additional common units from it on the same terms as set forth above within 30 days from the date of this prospectus supplement.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities described herein or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Barclays expects to deliver the common units on or about February , 2017, through the book-entry facilities of The Depository Trust Company.

Barclays

Prospectus Supplement dated , 2017.

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Neither we, the selling unitholder nor the underwriter have authorized anyone to provide you with any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying base prospectus and any free writing prospectus that we may provide to you. You should not assume that the information contained in this prospectus supplement or the accompanying base prospectus is accurate as of any date other than the date on the front of this prospectus supplement or the accompanying base prospectus. You should not assume that the information contained in the documents incorporated by reference in this prospectus supplement or the accompanying base prospectus is accurate as of any date other than the respective dates of those documents (or, with respect to particular information contained in such document, as of any date other than the date set forth within such document as the date as of which such particular information is provided). Our business, financial condition, results of operations and prospects may have changed since those dates. We are not, and the underwriter is not, making an offer to sell the securities described herein in any jurisdiction where the offer or sale is not permitted.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of common units. The second part is the accompanying base prospectus, which provides more general information about the securities we may offer from time to time, some of which may not apply to this offering of common units. Generally, when we use the term "prospectus," we are referring to both parts combined. If the information varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement.

In making an investment decision, prospective investors must rely on their own examination of us and the terms of the offering, including the merits and risks involved. None of Summit Midstream Partners, LP, the selling unitholder, the underwriter and their respective representatives are making any representation to you regarding the legality of an investment in our common units by you under applicable laws. You should consult with your own advisors as to legal, tax, business, financial and related aspects of an investment in our common units.

Any statement made in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that is also incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus. Please read "Where You Can Find More Information" in this prospectus supplement.

The information in this prospectus supplement is not complete. You should review carefully all of the detailed information appearing in this prospectus supplement, the accompanying base prospectus and the documents we have incorporated by reference before making any investment decision.

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SUMMARY

This summary highlights information included or incorporated by reference in this prospectus. This summary does not contain all of the information that you should consider before investing in our common units. For a more complete understanding of this offering and our common units, you should read the entire prospectus supplement, the accompanying base prospectus and the documents incorporated by reference, including our historical financial statements and the notes to those financial statements, which are incorporated herein by reference from our Current Report on Form 8-K/A dated September 1, 2016 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016 (as amended by the Form 10-Q/A filed on September 1, 2016), June 30, 2016 and September 30, 2016. Please read "Where You Can Find More Information" on page S-22 of this prospectus supplement. Please read "Risk Factors" beginning on page S-10 of this prospectus supplement and the other documents incorporated by reference in that section for more information about important risks that you should consider carefully before investing in our common units.

Unless the context otherwise requires, references in this prospectus to the "Partnership," "we," "our," "us" or like terms, refer to Summit Midstream Partners, LP and its subsidiaries. Unless the context otherwise requires, references in this prospectus to "Summit Investments" refer to Summit Midstream Partners, LLC, a Delaware limited liability company, the ultimate owner of our general partner, and its subsidiaries. "SMP Holdings" or the "selling unitholder" refers to Summit Midstream Partners Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of Summit Investments. Our "general partner" refers to Summit Midstream GP, LLC, a Delaware limited liability company and wholly owned subsidiary of SMP Holdings. References in this prospectus to "Energy Capital Partners" or our "Sponsor" refer collectively to Energy Capital Partners II, LLC and its parallel and co-investment funds.

Summit Midstream Partners, LP

We are a growth-oriented limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in the core producing areas of unconventional resource basins, primarily shale formations, in the continental United States. We provide natural gas gathering, treating and processing services as well as crude oil and produced water gathering services pursuant to primarily long-term and fee-based agreements with our customers and counterparties. We generally refer to all of the services provided as gathering services.

Our gathering systems and the unconventional resource basins in which they operate are as follows:

Summit Utica, a natural gas gathering system operating in the Appalachian Basin, which includes the Utica and Point Pleasant shale formations in southeastern Ohio;

Bison Midstream, an associated natural gas gathering system operating in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Polar and Divide, crude oil and produced water gathering systems and transmission pipelines located in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Tioga Midstream, crude oil, produced water and associated natural gas gathering systems operating in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Grand River, a natural gas gathering and processing system located in the Piceance Basin, which includes the Mesaverde formation and the Mancos and Niobrara shale formations in western Colorado and eastern Utah;

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Niobrara G&P, an associated natural gas gathering and processing system operating in the DJ Basin, which includes the Niobrara and Codell shale formations in northeastern Colorado;

DFW Midstream, a natural gas gathering system operating in the Fort Worth Basin, which includes the Barnett Shale formation in north-central Texas; and

Mountaineer Midstream, a natural gas gathering system operating in the Appalachian Basin, which includes the Marcellus Shale formation in northern West Virginia.

During the nine months ended September 30, 2016, we gathered an aggregate average of 1,536 MMcf/d of natural gas, and our aggregate crude oil and produced water volume throughput averaged 91.0 Mbb/d.

We conduct and report our operations through five reportable segments. Each of our reportable segments provides midstream services in a specific geographic region. As of September 30, 2016, our five reportable segments were:

the Utica Shale, which includes our ownership interest in Ohio Gathering and is served by the Summit Utica system;

the Williston Basin, which is served by the Bison Midstream, Polar and Divide and Tioga Midstream systems;

the Piceance/DJ Basins, which is served by the Grand River and Niobrara G&P systems;

the Barnett Shale, which is served by the DFW Midstream system; and

the Marcellus Shale, which is served by the Mountaineer Midstream system.

The following table provides information regarding our reporting segments for the nine months ended September 30, for the periods indicated:

		Utica Shale		Williston Basin		Piceance/DJ Basins		Barnett Shale		Marcellus Shale	
		2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
Aggregate average throughput	Natural Gas (MMcf/d)	178	24	24	22	576	611	329	361	429	515
Aggregate average throughput	Liquids (Mbb/d)			91.0	61.5						

We have a diverse group of customers and counterparties comprising affiliates and/or subsidiaries of some of the largest natural gas and crude oil producers in the United States. A significant percentage of our revenue is attributable to our key customers. Our key customers and the systems that serve them are as follows:

XTO Energy, Inc. and Ascent Resources Utica, LLC are the key customers for the Summit Utica system;

Oasis Petroleum, Inc. and a large U.S. independent crude oil and natural gas company are the key customers for the Bison Midstream system;

Whiting Petroleum Corp. and SM Energy Company are the key customers for the Polar and Divide system;

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Hess Corp. is the key customer for the Tioga Midstream system;

Encana Corporation and Terra Energy Partners LLC are the key customers for the Grand River Gathering system;

Fifth Creek Energy Operating Company, LLC and a large U.S. independent crude oil and natural gas company are the key customers for the Niobrara G&P system;

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Total Gas & Power North America, Inc. is the key customer for the DFW Midstream system; and

Antero Resources Corp. is the key customer for the Mountaineer Midstream system.

Key customers served by Ohio Gathering include Gulfport Energy Corporate and Ascent Resources Utica, LLC.

A substantial majority of the volumes that we gather, treat and/or process have a fixed-fee rate per volume structure thereby enhancing the stability of our cash flows by providing a revenue stream that is not subject to direct commodity price risk. The vast majority of our gathering and processing agreements contain areas of mutual interest, or AMIs. As of September 30, 2016, our AMIs cover more than 2.9 million acres in the aggregate, which includes more than 0.6 million acres in Ohio Gathering. Many of our gathering and processing agreements include minimum volume commitments or minimum revenue commitments, or collectively MVCs. To the extent a customer does not meet its MVC, it must make payments to cover the shortfall of production not shipped or processed on our systems, either on a monthly, quarterly or annual basis. We have designed our MVC provisions to ensure that we will generate a minimum amount of revenue from certain customers over the life of the respective gathering or processing agreement, whether by collecting gathering or processing fees on actual throughput or from cash payments to cover any MVC shortfall. As of September 30, 2016, we had remaining MVCs totaling 3.3 Tcfe. These MVCs had a weighted-average remaining life of 8.2 years (assuming minimum throughput volumes for the remainder of the term) and average approximately 1,260 MMcfe/d through 2020.

We believe that we are positioned for growth through the increased utilization and further development of our existing midstream assets. We intend to continue expanding our operations and diversifying our geographic footprint through asset acquisitions from third parties. We also intend to grow our business through the execution of new, and the expansion of existing, strategic partnerships with large producers to provide midstream services for their upstream exploration and production projects. In addition, we may participate in asset acquisitions with Summit Investments, although (i) Summit Investments has no current direct ownership interest in any operating assets, (ii) Summit Investments has no obligation to us to offer any assets that it may acquire or participate in any asset acquisitions that we may make and (iii) we have no obligation to acquire those assets.

Recent Developments

Quarterly Distribution

On January 26, 2017, we announced that the board of directors of our general partner had declared a cash distribution attributable to the fourth quarter of 2016 of \$0.575 per unit. The distribution will be paid on February 14, 2017 to all unitholders of record on February 7, 2017. Purchasers of common units in this offering will be entitled to receive the cash distribution on our common units if they are unitholders of record on the record date.

Preliminary Year End 2016 Results

While we have not yet closed our books for the year ended December 31, 2016, and our independent registered public accounting firm has not completed its audit of our results for the year, set forth below are certain preliminary estimates of the results of operations that we expect to report for the year ended December 31, 2016. Our actual results may differ materially from these estimates due to the completion of our financial closing procedures, final adjustments and other developments that may arise between now and the time the financial results for the year ended December 31, 2016 are finalized.

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We estimate that, for the year ended December 31, 2016, our adjusted EBITDA will be at or above the top end of the \$270.0 million to \$290.0 million range previously provided. We define adjusted EBITDA as net income or loss, plus interest expense, income tax expense, depreciation and amortization, our proportional adjusted EBITDA for equity method investees, adjustments related to MVC shortfall payments, Deferred Purchase Price Obligation expense, impairments and other noncash expenses or losses, less interest income, income tax benefit, income (loss) from equity method investees and other noncash income or gains.

We do not provide the generally accepted accounting principles ("GAAP") financial measures of net income or loss or net cash provided by operating activities on a forward-looking basis because we are unable to predict, without unreasonable effort, certain components thereof including, but not limited to, (i) income or loss from equity method investees, (ii) deferred purchase price obligation income or expense and (iii) asset impairments. These items are inherently uncertain and depend on various factors, many of which are beyond our control. As such, any associated estimate and its impact on our GAAP performance and cash flow measures could vary materially based on a variety of acceptable management assumptions.

Our Business Strategies

Our principal business strategy is to increase the amount of cash distributions we make to our unitholders over time. Our plan for continuing to execute this strategy includes the following key components:

Maintaining our focus on fee-based revenue with minimal direct commodity price exposure. As we expand our business, we intend to maintain our focus on providing midstream energy services under fee-based arrangements. Our midstream services are provided under primarily long-term and fee-based contracts with original terms up to 25 years. We believe that our focus on fee-based revenues with minimal direct commodity price exposure is essential to maintaining stable cash flows.

Capitalizing on organic growth opportunities to maximize throughput on our existing systems. We intend to continue to leverage our management team's expertise in constructing, developing and optimizing our midstream assets to grow our business through organic development projects. We believe that our broad and geographically diverse operating footprint provides us with a competitive advantage to pursue organic development projects that are designed to extend our geographic reach, diversify our customer base, expand our midstream service offerings, increase the number of our hydrocarbon receipt points and maximize volume throughput.

Diversifying our asset base by expanding our midstream service offerings to new geographic areas. Our gathering operations in the Utica, Bakken, Barnett and Marcellus shale plays and the Piceance and DJ basins currently represent our core business. We intend to pursue opportunities to diversify our operations into other geographic regions through both greenfield development projects and acquisitions from third parties.

Partnering with producers to provide midstream services for their development projects in high-growth, unconventional resource plays. We seek to promote commercial relationships with established and well-capitalized producers who are willing to serve as key customers and commit to long-term MVCs and/or AMIs. We will continue to pursue partnership opportunities with established producers to develop new midstream energy infrastructure in unconventional resource basins that we believe will complement our existing midstream assets and/or enhance our overall business by facilitating our entry into new basins. These opportunities generally consist of a strategic acreage position in an unconventional resource play that is well-positioned for accelerated production but has limited existing midstream energy infrastructure to support such growth.

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Our Competitive Strengths

We believe that we will be able to continue to execute the components of our principal business strategy successfully because of the following competitive strengths:

Strategically located assets in core areas of prolific unconventional basins supported by partnerships with large producers. We believe our assets are strategically positioned within the core areas of five established unconventional resource basins. The geologic formations in the basins served by our assets have either relatively low drilling and completion costs, highly economic production profiles, or a combination of both, which we believe incentivizes producers to develop more actively than in more marginal areas.

Fee-based revenues underpinned by long-term contracts with AMIs and MVCs. A substantial majority of our revenues for the year ended December 31, 2015 and the nine months ended September 30, 2016 were generated under long-term and fee-based gathering and processing agreements. We believe that long-term, fee-based gathering and processing agreements enhance the stability of our cash flows by limiting our direct commodity price exposure.

Capital structure and financial flexibility. At September 30, 2016, we had \$1.23 billion of total principal indebtedness and the unused portion of our \$1.25 billion revolving credit facility totaled \$617.0 million. Under the terms of our revolving credit facility, our total leverage ratio (total net indebtedness to consolidated trailing 12-month EBITDA, as defined in the credit agreement) was 4.11 to 1.0 at September 30, 2016, which compares with a total leverage ratio upper limit of not more than 5.0 to 1.0, or not more than 5.5 to 1.0 for up to 270 days following certain acquisitions (as defined in the credit agreement). Additionally, the total leverage ratio upper limit can be increased from 5.0 to 1.0 to 5.5 to 1.0 at our option, subject to the inclusion of a senior secured leverage ratio (senior secured net indebtedness to consolidated trailing 12-month EBITDA, as defined in the credit agreement) upper limit of 3.75 to 1.0.

Relationship with a large and committed financial sponsor. Our Sponsor, Energy Capital Partners, is an experienced energy investor with a proven track record of making substantial, long-term investments in high-quality energy assets. We believe the relationship with and support of our Sponsor is a competitive advantage, as it brings not only significant financial and management experience, but also numerous relationships throughout the energy industry that we believe will continue to benefit us as we seek to grow our business.

Experienced management team with proven record of asset acquisition, construction, development, operations and integration expertise. Our board members and senior leadership team have extensive energy experience and a proven track record of identifying, consummating, financing and integrating significant acquisitions in addition to partnering with major producers to construct and develop midstream energy infrastructure.

Our Sponsor

Energy Capital Partners, together with its affiliated funds, is a private equity firm with over \$13.0 billion in capital commitments that is focused on investing in North America's energy infrastructure. Energy Capital Partners has significant energy and financial expertise to complement its investment in us, including investments in the power generation, midstream oil and gas, electric transmission, energy equipment and services, environmental infrastructure and other energy-related sectors.

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Principal Executive Offices and Internet Address

Our principal executive offices are located at 1790 Hughes Landing Blvd, Suite 500, The Woodlands, Texas 77380, and our telephone number is (832) 413-4770. Our website is located at www.summitmidstream.com. We make available our periodic reports and other information filed with or furnished to the Securities and Exchange Commission, or SEC, free of charge through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference herein and does not constitute a part of this prospectus.

Partnership Structure

The table and diagram below illustrate our organization and ownership after giving effect to this offering, assuming that the underwriter does not exercise its option to purchase additional common units:

Public Common Units	54.8%
Sponsor Common Units	
SMP Holdings Common Units	35.2%
SMLP Holdings, LLC Common Units	8.0%
General Partner Interest	2.0%
Total	100.0%

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Energy Capital Partners, through its ownership of 100% of the Class A Membership Interests, controls Summit Midstream Partners, LLC and, therefore, Summit Midstream GP, LLC.

2

Summit Midstream Partners Holdings, LLC indirectly retains a 1% non-controlling interest in the entity that holds our interests in Summit Midstream Utica, LLC, Meadowlark Midstream Company, LLC, Tioga Midstream, LLC and Ohio Gathering.

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The Offering

Common units offered by the selling unitholder	4,000,000 common units; 4,600,000 common units if the underwriter exercises in full its option to purchase additional common units.
Units outstanding before and after this offering	72,111,121 common units.
Use of proceeds	We will not receive any of the proceeds from the common units sold by the selling unitholder. Please read "Use of Proceeds" in this prospectus supplement.
Cash distributions	Our partnership agreement requires us to distribute all of our cash on hand at the end of each quarter, less reserves established by our general partner and payment of fees and expenses. We refer to this cash as "available cash," and it is defined in our partnership agreement. Please read "Provisions of our Partnership Agreement Relating to Cash Distributions" in the accompanying base prospectus.
Issuance of additional units	We can issue an unlimited number of units without the consent of our unitholders. Please read "The Partnership Agreement Issuance of Additional Partnership Interests" in the accompanying base prospectus.
Limited voting rights	Our general partner manages and operates us. Common unitholders have only limited voting rights on matters affecting our business. Common unitholders have no right to elect our general partner or its directors on an annual or continuing basis. Our general partner may not be removed except by a vote of the holders of at least 66 ² / ₃ % of the outstanding units voting together as a single class, including any units owned by our general partner and its affiliates, including SMP Holdings. After giving effect to this offering, affiliates of our general partner will own an aggregate of 45.2% of our common units or 44.4% assuming that the underwriter exercises its option to purchase additional common units in full, which gives them the ability to prevent the removal of our general partner. Please read "The Partnership Agreement Voting Rights" in the accompanying base prospectus.
Estimated ratio of taxable income to distributions	We estimate that if you own the common units you purchase in this offering through the record date for distributions for the period ending December 31, 2019, you will be allocated, on a cumulative basis, an amount of federal taxable income for that period that will be 20% or less of the cash distributed to you with respect to that period. Please read "Material Tax Considerations" in this prospectus supplement.

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Material tax consequences	For a discussion of other material federal income tax consequences that may be relevant to prospective unitholders who are individual citizens or residents of the United States, please read "Material Tax Considerations" in this prospectus supplement and "Material U.S. Federal Income Tax Consequences" in the accompanying base prospectus.
Exchange listing	Our common units trade on the NYSE under the symbol "SMLP."
Risk factors	You should carefully read and consider the information beginning on page S-10 of this prospectus supplement set forth under the heading "Risk Factors" and on page 2 of the accompanying base prospectus and the other risk factors incorporated by reference into this prospectus, before deciding to invest in our common units.

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RISK FACTORS

An investment in our common units involves risk. You should carefully read the risk factors included under the caption "Risk Factors" beginning on page 2 of the accompanying base prospectus, as well as the risk factors included in Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, as updated by any similar sections in any subsequent Current Reports on Form 8-K and Quarterly Reports on Form 10-Q, together with all of the other information included or incorporated by reference in this prospectus supplement. If any of these risks were to occur, our business, financial condition, results of operations or prospects could be materially adversely affected. In such case, the trading price of our common units could decline, and you could lose all or part of your investment.

Civil protests and resulting regulatory uncertainty may prevent or delay construction and the realization of revenues associated with pipeline projects.

Civil protests regarding environmental and social issues, including construction of infrastructure associated with fossil fuels, may prevent or delay the construction of such infrastructure and realization of associated revenues. For example, we have planned to construct and made certain capital investments in a crude oil pipeline that is planned to connect to Energy Transfer Partners' Dakota Access pipeline project ("DAPL"), being developed by Dakota Access, LLC. Delays associated with construction of DAPL have delayed the construction of our pipeline, and may adversely affect our business as it relates to anticipated revenues associated with transportation of crude oil from our pipeline systems to DAPL. Delays associated with the construction of DAPL include civil protests by individuals affiliated with, or sympathetic to, the Standing Rock Sioux Native American tribe and associated legal proceedings and uncertainty surrounding the status of Dakota Access, LLC's U.S. Army Corp. of Engineers (the "USACE") permits and easements required for crossings of the Missouri River in North Dakota. In December 2016, the USACE rejected Dakota Access, LLC's request for an easement crossing land owned by the USACE adjacent to Lake Oahe. The USACE announced in January 2017 that it would prepare an environmental impact statement to evaluate the easement request. These actions are currently under review by the Trump Administration. However, the development of an environmental impact statement could delay or ultimately prevent approval of the easement, which could further delay construction of DAPL.

Additional protests or legal actions may arise in connection with DAPL or other projects that could delay construction of our gathering pipelines that connect to those projects and, in turn, receipt of revenues associated with our projects.

The tax treatment of publicly traded partnerships or an investment in our common units could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis.

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial changes or differing interpretations at any time. From time to time, members of Congress and the President propose and consider substantive changes to the existing federal income tax laws that affect publicly traded partnerships. If successful, these or other similar proposals could eliminate the qualifying income exception to the treatment of all publicly traded partnerships as corporations, upon which we rely for our treatment as a partnership for U.S. federal income tax purposes.

In addition, the U.S. Treasury Department and the IRS have issued final regulations concerning which activities give rise to qualifying income within the meaning of Section 7704 of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). We do not believe the final regulations adversely affect the amount of our gross income treated as qualifying income or our ability to qualify as a publicly traded partnership. However, any change to these finalized regulations could

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modify the amount of our gross income that we are able to treat as qualifying income for the purposes of the qualifying income requirement.

Any modification to the U.S. federal income tax laws may be applied retroactively and could make it more difficult or impossible for us to meet the exception for certain publicly traded partnerships to be treated as partnerships for U.S. federal income tax purposes. We are unable to predict whether any of these changes or other proposals will ultimately be enacted. Any such changes could negatively impact the value of an investment in our common units.

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USE OF PROCEEDS

We will not receive any proceeds from the common units sold by the selling unitholder. We expect to incur approximately \$200,000 of expenses in connection with this offering. The selling unitholder will pay all underwriting discounts and commissions in connection with this offering.

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Our common units trade on the NYSE under the symbol "SMLP." On January 27, 2017, the last reported trading price of our common units was \$25.90. As of December 31, 2016, there were approximately 65 holders of record of our common units. The following table sets forth the high and low sales prices of our common units as well as the amount of cash distributions declared and paid during each quarter for the periods indicated.

Quarter Ended	Common Unit Price		Distributions per Common Unit	Record Date	Payment Date
	High	Low			
March 31, 2017 (through January 27)	\$ 26.50	\$ 24.75	1	1	1
December 31, 2016 ²	\$ 25.50	\$ 19.95	\$ 0.5750	February 7, 2017	February 14, 2017
September 30, 2016	\$ 25.10	\$ 20.88	\$ 0.5750	November 7, 2016	November 14, 2016
June 30, 2016	\$ 23.55	\$ 15.05	\$ 0.5750	August 5, 2016	August 12, 2016
March 31, 2016	\$ 19.65	\$ 11.06	\$ 0.5750	May 6, 2016	May 13, 2016
December 31, 2015	\$ 21.18	\$ 12.82	\$ 0.5750	February 5, 2016	February 12, 2016
September 30, 2015	\$ 33.74	\$ 14.60	\$ 0.5750	November 6, 2015	November 13, 2015
June 30, 2015	\$ 36.82	\$ 30.05	\$ 0.5700	August 7, 2015	August 14, 2015
March 31, 2015	\$ 41.17	\$ 30.31	\$ 0.5650	May 8, 2015	May 15, 2015
December 31, 2014	\$ 51.44	\$ 32.30	\$ 0.5600	February 6, 2015	February 13, 2015
September 30, 2014	\$ 56.49	\$ 46.50	\$ 0.5400	November 7, 2014	November 14, 2014
June 30, 2014	\$ 51.25	\$ 40.53	\$ 0.5200	August 7, 2014	August 14, 2014
March 31, 2014	\$ 43.98	\$ 34.72	\$ 0.5000	May 8, 2014	May 15, 2014

¹ The distributions attributable to the quarter ending March 31, 2017 have not yet been declared or paid. We are required to declare and pay quarterly cash distributions within 45 days following the end of the quarter.

² The distributions attributable to the quarter ended December 31, 2016 have been declared, but will not be paid until February 14, 2017. Purchasers of common units in this offering will be entitled to receive the cash distribution on our common units if they are unitholders of record on the record date.

Table of Contents**SELLING UNITHOLDER**

This prospectus supplement covers the offering for resale of 4,000,000 common units owned by Summit Midstream Partners Holdings, LLC, the selling unitholder. These common units were obtained by the selling unitholder (i) in connection with our initial public offering in September 2012, (ii) in connection with various dropdown acquisitions since our initial public offering, (iii) as part of the conversion of all of our then-outstanding subordinated units into common units, which occurred on February 16, 2016 and (iv) in the open market on December 14, 2015 and December 15, 2015 as part of a unit repurchase program.

Prior to this offering, the selling unitholder owned 40.6% of our outstanding common units. The selling unitholder also owns all of the ownership interests in our general partner, who in turn owns our incentive distribution rights.

There were 72,111,121 common units and 1,471,187 general partner units outstanding as of January 27, 2017. The following table sets forth information relating to the selling unitholder as of January 27, 2017 based on information supplied to us by the selling unitholder on or prior to that date. We have not independently verified such information.

Name of Selling Unitholder	Common units owned prior to the offering	Common units to be offered	Common units owned following the offering¹	Percentage of outstanding common units after the offering
Summit Midstream Partners Holdings, LLC ²	29,854,581	4,000,000	25,854,581	35.2%

¹ Assumes that the underwriter does not exercise its option to purchase additional common units. If the underwriter exercises its options to purchase additional common units in full, then the selling unitholder will own 25,254,581 common units or 34.4% of the outstanding common units.

² The address for this entity is 1790 Hughes Landing Blvd, Suite 500, The Woodlands, TX.

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MATERIAL TAX CONSIDERATIONS

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. Although this section updates and adds information related to certain tax considerations, it should be read in conjunction with the risk factors included under the caption "Tax Risks" in our Annual Report on Form 10-K for the year ended December 31, 2015, and with "Material U.S. Federal Income Tax Consequences" in the accompanying base prospectus, which provides a discussion of the principal federal income tax considerations associated with our operations and the purchase, ownership and disposition of our common units. The following discussion is limited as described under the caption "Material U.S. Federal Income Tax Consequences" in the accompanying base prospectus. You are urged to consult with your own tax advisor about the federal, state, local and foreign tax consequences particular to your circumstances.

Ratio of Taxable Income to Distributions

We estimate that a purchaser of common units in this offering who owns those common units from the date of closing of this offering through the record date for distributions for the period ending December 31, 2019, will be allocated, on a cumulative basis, an amount of federal taxable income for that period that will be 20% or less of the cash distributed with respect to that period. Thereafter, we anticipate that the ratio of allocable taxable income to cash distributions to the unitholders will increase. Our estimate is based upon many assumptions regarding our business operations, including assumptions as to our revenues, capital expenditures, cash flow, net working capital and anticipated cash distributions. These estimates and assumptions are subject to, among other things, numerous business, economic, regulatory, legislative, competitive and political uncertainties beyond our control. Further, the estimates are based on current tax law and tax reporting positions that we will adopt and with which the IRS could disagree. Accordingly, we cannot assure you that these estimates will prove to be correct.

The actual ratio of allocable taxable income to cash distributions could be higher or lower than expected, and any differences could be material and could materially affect the value of the common units. For example, the ratio of allocable taxable income to cash distributions to a purchaser of common units in this offering will be higher, and perhaps substantially higher, than our estimate with respect to the period described above if:

gross income from operations exceeds the amount required to make minimum quarterly distributions on all units, yet we only distribute the minimum quarterly distributions on all units; or

we make a future offering of common units and use the proceeds of the offering in a manner that does not produce substantial additional deductions during the period described above, such as to repay indebtedness outstanding at the time of this offering or to acquire property that is not eligible for depreciation or amortization for federal income tax purposes or that is depreciable or amortizable at a rate significantly slower than the rate applicable to our assets at the time of this offering.

Tax Exempt Organizations and Other Investors

Ownership of common units by tax-exempt entities, including employee benefit plans and IRAs, and foreign investors raises issues unique to such persons. The relevant rules are complex, and the discussions herein and in the accompanying base prospectus do not address tax considerations applicable to tax-exempt entities and foreign investors, except as specifically set forth in the accompanying base prospectus. Please read "Material U.S. Federal Income Tax Consequences Tax-Exempt Organizations and Other Investors" in the accompanying base prospectus.

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Recent Legislative and Regulatory Developments

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial changes or differing interpretations at any time. From time to time, members of Congress and the President propose and consider substantive changes to the existing federal income tax laws that affect publicly traded partnerships. If successful, these or similar proposals could eliminate the qualifying income exception to the treatment of all publicly traded partnerships as corporations, upon which we rely for our treatment as a partnership for U.S. federal income tax purposes.

In addition, the U.S. Treasury Department and the IRS have issued final regulations concerning which activities give rise to qualifying income within the meaning of Section 7704 of the Internal Revenue Code. We do not believe the final regulations adversely affect the amount of our gross income treated as qualifying income or our ability to qualify as a publicly traded partnership. However, any change to these finalized regulations could modify the amount of our gross income that we are able to treat as qualifying income for the purposes of the qualifying income requirement.

Any modification to the U.S. federal income tax laws may be applied retroactively and could make it more difficult or impossible for us to meet the exception for certain publicly traded partnerships to be treated as partnerships for U.S. federal income tax purposes. Please read "Material U.S. Federal Income Tax Consequences Partnership Status" in the accompanying base prospectus. We are unable to predict whether any of these changes or other proposals will ultimately be enacted. Any such changes could negatively impact the value of an investment in our common units.

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UNDERWRITING

Barclays Capital Inc. is acting as the underwriter of this offering. Under the terms of an underwriting agreement, which we will file as an exhibit to a current report on Form 8-K and incorporate by reference in this prospectus supplement and the accompanying base prospectus, the underwriter has agreed to purchase 4,000,000 common units from the selling unitholder.

The underwriting agreement provides that the underwriter's obligation to purchase the common units depends on the satisfaction of the conditions contained in the underwriting agreement including:

the obligation to purchase all of the common units offered hereby (other than those common units covered by its option to purchase additional common units as described below), if any of the common units are purchased;

the representations and warranties made by us and the selling unitholder to the underwriter are true;

there is no material change in our business or the financial markets; and

we and the selling unitholder deliver customary closing documents to the underwriter.

Commissions and Expenses

The following table summarizes the underwriting discounts and commission the selling unitholder will pay to the underwriter. These amounts are shown assuming both no exercise and full exercise of the underwriter's option to purchase additional common units. The underwriting fee is the difference between the initial price to the public and the amount the underwriter will pay to the selling unitholder for the common units.

	Per Common Unit	Total No Exercise	Total Full Exercise
Public offering price	\$	\$	\$
Underwriting discounts	\$	\$	\$
Proceeds to the selling unitholder (before expenses)	\$	\$	\$

The underwriter has advised us that it proposes to offer the common units directly to the public at the public offering price on the cover of this prospectus supplement and to selected dealers, which may include the underwriter, at such offering price less a selling concession not in excess of \$ per common unit. After the offering, the underwriter may change the offering price and other selling terms. Sales of common units made outside of the United States may be made by affiliates of the underwriter. The offering of the common units by the underwriter is subject to receipt and acceptance and subject to the underwriter's right to reject any order in whole or in part.

The expenses of this offering that are payable by us are estimated to be \$200,000 (excluding underwriting discounts and commissions).

Option to Purchase Additional Common Units

The selling unitholder has granted the underwriter an option, exercisable for 30 days after the date of the underwriting agreement, to purchase, from time to time, in whole or in part, up to an aggregate of 600,000 common units at the public offering price less underwriting discounts and commissions. To the extent that this option is exercised, the underwriter will be obligated, subject to certain conditions, to purchase these additional common units from the selling unitholder.

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Lock-Up Agreements

We, our general partner and certain of its affiliates, the directors and executive officers of our general partner and the selling unitholder have agreed that, without the prior written consent of the underwriter, we and they will not directly or indirectly (1) offer for sale, sell, pledge, or otherwise dispose of (or enter into any transaction or device that is designed to, or could be expected to, result in the disposition by any person at any time in the future of) any of our common units (including, without limitation, common units that may be deemed to be beneficially owned by us or them in accordance with the rules and regulations of the SEC and common units that may be issued upon exercise of any options or warrants) or securities convertible into or exercisable or exchangeable for common units (other than, among other things, (i) the common units being sold in this offering, (ii) common units issued pursuant to employee benefit plans, qualified option plans or other employee compensation plans existing on the date hereof; provided, that any recipient of such common units must agree in writing to be bound by these provisions for the remaining term of the lock-up period, (iii) common units or any securities convertible or exchangeable into common units as payment of any part of the purchase price for any businesses that we acquire; provided, that any recipient of such common units must agree in writing to be bound by these provisions for the remainder of the lock-up period or (iv) common units or any securities that are convertible or exchangeable into common units pursuant to an effective registration statement that is filed pursuant to clause (3) below, (v) transfers of common units as bona fide gifts by certain executive officers or directors of our general partner; provided that in the case of any such transfer, each donee shall execute and deliver to the underwriter a lock-up letter, (vi) common units disposed of by certain executive officers or directors of our general partner to satisfy tax withholding obligations in connection with the vesting of equity awards, or (vii) the sale of common units by certain executive officers or directors of our general partner pursuant to a trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in existence on the date hereof), (2) enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic consequences of ownership of the common units, (3) make any demand for or exercise any right or file or cause to be filed a registration statement, including any amendments thereto, with respect to the registration of any common units or securities convertible, exercisable or exchangeable into common units or any of our other securities (other than (i) any registration statement on Form S-8 or (ii) a registration statement solely relating to the entrance by us into a definitive agreement related to an acquisition; provided, that notwithstanding anything to the contrary, the prior approval of the underwriter shall be required in the event we file, or participate in the filing of, a registration statement during the lock-up period prior to the entrance by us into a definitive agreement related to an acquisition) or (4) publicly disclose the intention to do any of the foregoing, in each case for a period of 45 days after the date of this prospectus supplement.

The underwriter, in its sole discretion, may release the common units and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice. When determining whether or not to release common units and other securities from lock-up agreements, the underwriter will consider, among other factors, the holder's reasons for requesting the release, the number of common units and other securities for which the release is being requested and market conditions at the time.

Indemnification

We, the selling unitholder and certain of our affiliates have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments that the underwriter may be required to make for these liabilities.

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Stabilization, Short Positions and Penalty Bids

The underwriter may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales, and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of the common units, in accordance with Regulation M under the Exchange Act:

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by the underwriter of common units in excess of the number of common units the underwriter is obligated to purchase in the offering which creates the syndicate short position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of common units involved in the sales made by the underwriter in excess of the number of common units it is obligated to purchase is not greater than the number of common units that it may purchase by exercising its option to purchase additional common units. In a naked short position, the number of common units involved is greater than the number of common units in its option to purchase additional common units. The underwriter may close out any short position by either exercising its option to purchase additional common units and/or purchasing common units in the open market. In determining the source of common units to close out the short position, the underwriter will consider, among other things, the price of common units available for purchase in the open market as compared to the price at which it may purchase common units through its option to purchase additional common units. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the common units in the open market after pricing that could adversely affect investors who purchase in the offering.

Syndicate covering transactions involve purchases of the common units in the open market after the distribution has been completed in order to cover syndicate short positions.

Penalty bids permit the representative to reclaim a selling concession from a syndicate member when the common units originally sold by the syndicate member are purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our common units or preventing or retarding a decline in the market price of the common units. As a result, the price of the common units may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriter make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common units. In addition, neither we nor the underwriter make any representation that the underwriter will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Electronic Distribution

A prospectus supplement and the accompanying base prospectus in electronic format may be made available on the Internet sites or through other online services maintained by the underwriter and/or selling group members participating in this offering, or by their affiliates. In those cases, prospective investors may view offering terms online and, depending upon the underwriter or selling group member, prospective investors may be allowed to place orders online. The underwriter may agree with us to allocate a specific number of common units for sale to online brokerage account holders. Any

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such allocation for online distributions will be made by the underwriter on the same basis as other allocations.

Other than the prospectus supplement and the accompanying base prospectus in electronic format, the information on the underwriter's or selling group member's web site and any information contained in any other web site maintained by the underwriter or selling group member is not part of the prospectus supplement and the accompanying base prospectus or the registration statement of which this prospectus supplement and the accompanying base prospectus form a part, has not been approved and/or endorsed by us or the underwriter or selling group member in its capacity as underwriter or selling group member and should not be relied upon by investors.

Stamp Taxes

If you purchase common units offered by this prospectus supplement and the accompanying base prospectus, you may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus supplement and the accompanying base prospectus.

Relationships

The underwriter and certain of its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriter and certain of its affiliates have, from time to time, performed, and may in the future perform, various commercial and investment banking and financial advisory services for the issuer and its affiliates, including Summit Investments and the selling unitholder, for which they received or may in the future receive customary fees and expenses.

In the ordinary course of their various business activities, the underwriter and certain of its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer or its affiliates. If the underwriter or its affiliates have a lending relationship with us the underwriter or its affiliates may hedge their credit exposure to us consistent with their customary risk management policies. Typically, the underwriter and its affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities or the securities of our affiliates, including potentially the common units offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the common units offered hereby. The underwriter and certain of its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

FINRA

Because the Financial Industry Regulatory Authority, Inc., or FINRA, views the common units offered hereby as interests in a direct participation program, the offering is being made in compliance with Rule 2310 of the FINRA Rules. Investor suitability with respect to the common units will be judged similarly to the suitability with respect to other securities that are listed for trading on a national securities exchange.

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Selling Restrictions

Notice to Prospective Investors in Hong Kong

The common units have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the common units has been or may be issued or has been or may be in the possession of any person for the purposes of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to common units which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Notice to Prospective Investors in Singapore

This prospectus supplement has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the common units may not be circulated or distributed, nor may the common units be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore, or SFA, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. Where the common units are subscribed or purchased under Section 275 of the SFA by a relevant person which is: (1) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (2) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the common units pursuant to an offer made under Section 275 of the SFA except: (a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA; (b) where no consideration is or will be given for the transfer; (c) where the transfer is by operation of law; (d) as specified in Section 276(7) of the SFA; or (e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

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VALIDITY OF THE COMMON UNITS

The validity of the common units will be passed upon for us by Latham & Watkins LLP, Houston, Texas. Certain legal matters in connection with the common units offered hereby will be passed upon for the underwriter by Baker Botts L.L.P., Houston, Texas.

EXPERTS

The consolidated financial statements of Summit Midstream Partners, LP and subsidiaries incorporated in this prospectus supplement by reference from Summit Midstream Partners, LP's Amendment No. 1 to the Current Report on Form 8-K/A dated September 1, 2016 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on the consolidated financial statements and includes an explanatory paragraph regarding the retrospective adjustment for the acquisition of Summit Midstream Utica, LLC, Meadowlark Midstream Company, LLC, Tioga Midstream, LLC, and the 40% ownership interest in each of Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (collectively the "2016 Drop Down Assets") from Summit Midstream Partners Holdings, LLC which was accounted for as a combination of entities under common control). The effectiveness of Summit Midstream Partners, LP's and its subsidiaries' internal control over financial reporting has been audited by Deloitte & Touche LLP, as stated in their report included in Summit Midstream Partners, LP's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated herein by reference. Such consolidated financial statements have been so included in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The consolidated financial statements of the combined financial statements of Summit Midstream Utica, LLC, Meadowlark Midstream Company, LLC, and Tioga Midstream, LLC, and the Carve-out Financial Statements of Summit Midstream Partners, LLC as of and for the years ended December 31, 2015 and 2014 incorporated in this prospectus supplement by reference from Amendment No. 1 to the Current Report on Form 8-K/A of Summit Midstream Partners, LP dated May 13, 2016 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report (which report expresses an unqualified opinion and includes an emphasis of matter paragraph related to the carve-out nature of the combined financial statements), which is incorporated herein by reference. Such consolidated financial statements have been so included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of Ohio Gathering Company, L.L.C. as of and for the years ended December 31, 2015 and 2014 incorporated in this prospectus supplement by reference from Amendment No. 1 to the Current Report on Form 8-K/A of Summit Midstream Partners, LP dated May 13, 2016 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is incorporated herein by reference. Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement with the SEC under the Securities Act of 1933, as amended, that registers the offer and sale from time to time of our common units and debt securities, including the common units covered by this prospectus supplement. The registration statement, including the attached exhibits, contains additional relevant information about us and our securities. In addition, we file annual, quarterly and current reports with the SEC. Our SEC filings are available over the internet at the SEC's website at www.sec.gov. You also can read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC

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at 1-800-SEC-0330 for more information on the public reference room and its copy charges. You also can obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We also make available free of charge on our internet website at www.summitmidstream.com our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying base prospectus and you should not consider information contained on our website as part of this prospectus supplement or the accompanying base prospectus.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" the information we have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus supplement or the accompanying base prospectus by referring you to other documents filed separately with the SEC. The information incorporated by reference in this prospectus supplement and the accompanying base prospectus is an important part hereof and thereof. Information that we later provide to the SEC, and that is deemed to be "filed" with the SEC, will automatically update information previously filed with the SEC and may replace information in this prospectus supplement and the accompanying base prospectus and information previously filed with the SEC.

We incorporate by reference in this prospectus supplement the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (excluding information deemed to be furnished and not filed with the SEC), until all the common units offered hereby are sold:

Our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 29, 2016, as subsequently amended by our Current Report on Form 8-K, as filed with the SEC on June 6, 2016, and by our Current Report on Form 8-K/A, as filed with the SEC on September 1, 2016;

Our Quarterly Reports on Form 10-Q for (i) the quarter ended March 31, 2016, as filed with the SEC on May 9, 2016 and as subsequently amended on July 22, 2016 and September 1, 2016, (ii) for the quarter ended June 30, 2016, as filed with the SEC on August 9, 2016 and (iii) for the quarter ended September 30, 2016, as filed with the SEC on November 7, 2016;

Our Current Reports on Form 8-K and on Form 8-K/A as filed with the SEC on February 2, 2016, March 1, 2016, March 4, 2016, May 11, 2016, May 13, 2016, June 6, 2016, August 5, 2016, September 1, 2016, and September 9, 2016 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K); and

The description of our common units in our Registration Statement on Form 8-A (File No. 001-35666) as filed with the SEC on September 26, 2012 and any subsequent amendment thereto filed for the purpose of updating such description.

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You may request a copy of any document incorporated by reference in this prospectus supplement or the accompanying base prospectus and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number:

Summit Midstream Partners, LP
1790 Hughes Landing Boulevard, Suite 500
The Woodlands, Texas 77380
Attention: Brock M. Degeyter
Executive Vice President, General Counsel
and Chief Compliance Officer
Telephone: (832) 413-4770

FORWARD-LOOKING STATEMENTS

Investors are cautioned that certain statements contained in this prospectus as well as in periodic press releases and certain oral statements made by our officials during our presentations are "forward-looking" statements. Forward-looking statements include, without limitation, any statement that may project, indicate or imply future results, events, performance or achievements, and may contain the words "expect," "intend," "plan," "anticipate," "estimate," "believe," "will be," "will continue," "will likely result," and similar expressions, or future conditional verbs such as "may," "will," "should," "would," and "could." In addition, any statement concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible actions taken by us, our subsidiaries or our Sponsor, are also forward-looking statements. These forward-looking statements involve various risks and uncertainties, including, but not limited to, those described under the section entitled "Risk Factors" included herein.

Forward-looking statements are based on current expectations and projections about future events and are inherently subject to a variety of risks and uncertainties, many of which are beyond the control of our management team. All forward-looking statements in this prospectus and subsequent written and oral forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements in this paragraph. These risks and uncertainties include, among others:

fluctuations in natural gas, natural gas liquids ("NGLs") and crude oil prices;

the extent and success of drilling efforts, as well as the quantity of natural gas and crude oil volumes produced within proximity of our assets;

failure or delays by our customers in achieving expected production in their natural gas, crude oil and produced water projects;

competitive conditions in our industry and their impact on our ability to connect hydrocarbon supplies to our gathering and processing assets or systems;

actions or inactions taken or non-performance by third parties, including suppliers, contractors, operators, processors, transporters and customers, including the inability or failure of our shipper customers to meet their financial obligations under our gathering agreements and our ability to enforce the terms and conditions of certain of our gathering agreements in the event of a bankruptcy of one or more of our customers;

our ability to acquire any assets owned by third parties, which is subject to a number of factors, including prevailing conditions and outlook in the natural gas, NGL and crude oil industries and markets, and our ability to obtain financing on acceptable terms;

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our ability to consummate acquisitions, successfully integrate the acquired businesses, realize any cost savings and other synergies from any acquisition;

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the ability to attract and retain key management personnel;

commercial bank and capital market conditions and the potential impact of changes or disruptions in the credit and/or capital markets;

changes in the availability and cost of capital, and the results of our financing efforts, including availability of funds in the credit and/or capital markets;

restrictions placed on us by the agreements governing our debt instruments;

the availability, terms and cost of downstream transportation and processing services;

natural disasters, accidents, weather-related delays, casualty losses and other matters beyond our control;

operational risks and hazards inherent in the gathering, treating and/or processing of natural gas, crude oil and produced water;

weather conditions and seasonal trends;

timely receipt of necessary government approvals and permits, our ability to control the costs of construction, including costs of materials, labor and rights-of-way and other factors that may impact our ability to complete projects within budget and on schedule;

the effects of existing and future laws and governmental regulations, including environmental, safety and climate change requirements;

the effects of litigation;

changes in general economic conditions; and

certain factors discussed elsewhere in this prospectus supplement.

Developments in any of these areas could cause actual results to differ materially from those anticipated or projected or cause a significant reduction in the market price of our common units.

The foregoing list of risks and uncertainties may not contain all of the risks and uncertainties that could affect us. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained or incorporated by reference in this prospectus may not in fact occur. Accordingly, undue reliance should not be placed on these statements. We undertake no obligation to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise, except as otherwise required by law.

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PROSPECTUS

**Summit Midstream Partners, LP
Summit Midstream Holdings, LLC
Summit Midstream Finance Corp.**

**Common Units Representing Limited Partner Interests
Debt Securities**

Summit Midstream Partners, LP (the "Partnership," "we," "our" or "us") may from time to time, in one or more offerings, offer and sell common units representing limited partner interests in the Partnership (the "Units"). We or Summit Midstream Holdings, LLC, together with Summit Midstream Finance Corp., may offer and sell debt securities described in this prospectus. Summit Midstream Finance Corp. may act as co-issuer of the debt securities, and certain direct or indirect subsidiaries of the Partnership or Summit Midstream Holdings, LLC may guarantee any debt securities offered by this prospectus, if and to the extent identified in the related prospectus supplement. We refer to the Units and the debt securities collectively as the "securities." The aggregate initial offering price of all securities sold by us under this prospectus will not exceed \$1,500,000,000.

In addition, the selling unitholders named in this prospectus or in any supplement to this prospectus may, from time to time, offer and sell up to 36,701,230 Units. The selling unitholders will be responsible for their own legal fees and expenses and for any underwriting fees, discounts and commissions due to brokers, dealers or agents. We will be responsible for all other offering expenses.

We or the selling unitholders may offer and sell these securities in amounts, at prices and on terms to be determined by market conditions and other factors at the time of our offerings. We or the selling unitholders may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to purchasers, on a continuous or delayed basis. This prospectus describes the general terms of the securities and the general manner in which we or the selling unitholders will offer the securities. A prospectus supplement will describe the specific terms of the securities we or the selling unitholders offer or the specific manner in which we or the selling unitholders will offer the securities, to the extent not described in this prospectus, and also may add, update or change information contained in this prospectus. The names of any underwriters and the specific terms of a plan of distribution will be stated in the prospectus supplement. The selling unitholders, certain of whom are affiliates of Summit Midstream Partners, LP, are deemed to be "underwriters" within the meaning of the Securities Act of 1933, as amended, or the Securities Act, and, as a result, will be deemed to be making a primary offering of securities on our behalf. We will not receive any of the proceeds from any sale of our Units by the selling unitholders.

Our common units are traded on the New York Stock Exchange ("NYSE") under the symbol "SMLP."

Investing in our securities involves a high degree of risk. Limited partnerships are inherently different from corporations. You should review carefully the risk factors identified in the documents incorporated by reference herein for a discussion of important risks you should consider before you make an investment in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 22, 2016

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In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus and in any prospectus supplement. We have not authorized any other person to provide you with any other information. If anyone provides you with different or inconsistent information, you should not rely on it.

You should not assume that the information contained in this prospectus or in any prospectus supplement is accurate as of any date other than the date on the front cover of those documents. You should not assume that the information contained in the documents incorporated by reference in this prospectus or in any prospectus supplement is accurate as of any date other than the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates. We will disclose any material changes in our affairs in an amendment to this prospectus, a prospectus supplement or a future filing with the Securities and Exchange Commission (the "SEC") incorporated by reference in this prospectus.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the SEC using a "shelf" registration process. Under this shelf registration process, we may over time, in one or more offerings, offer and sell any combination of the securities described in this prospectus, and the selling unitholders may, over time, in one or more offerings, offer and sell Units.

This prospectus provides you with a general description of Summit Midstream Partners, LP and the securities that are registered hereunder. Each time we sell any securities offered by this prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. Because the selling unitholders are deemed to be "underwriters" under the Securities Act, each time the selling unitholders sell any Units offered by this prospectus, the applicable selling unitholder is required to provide you with this prospectus and any related prospectus supplement containing specific information about such selling unitholder and the terms of the Units, to the extent not described in this prospectus, being offered in the manner required by the Securities Act. Any prospectus supplement may also add to, update or change information contained in this prospectus. To the extent information in this prospectus is inconsistent with the information contained in a prospectus supplement, you should rely on the information in the prospectus supplement.

Additional information, including our financial statements and the notes thereto, is incorporated in this prospectus by reference to our reports filed with the SEC. Before you invest in our securities, you should carefully read this prospectus, including the information provided under the heading "Risk Factors," any prospectus supplement, the information incorporated by reference in this prospectus and any prospectus supplement (including the documents described under the heading "Where You Can Find More Information" in both this prospectus and any prospectus supplement), and any additional information you may need to make your investment decision.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly, current and other reports with the SEC under the Securities Exchange Act of 1934 (File No. 001-35666). You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. Our SEC filings are also available to the public through the SEC's website at www.sec.gov. You can also obtain information about us at the offices of the NYSE, 20 Broad Street, New York, New York 10005.

Our internet address is www.summitmidstream.com. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC are available, free of charge, through our website, as soon as reasonably practicable after those reports or filings are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus and you should not consider information contained on our website as part of this prospectus.

We "incorporate by reference" information into this prospectus, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained expressly in this prospectus. You should not assume that the information in this prospectus is current as of the date other than the date on the cover page of this prospectus.

We incorporate by reference in this prospectus the documents listed below and any subsequent filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, (excluding information deemed to be furnished and not filed with the SEC) until all offerings under the registration statement of which this prospectus forms a part are completed or terminated:

Our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 29, 2016, (except for Items 1, 2, 6, 7 and 8 and Exhibits 12.1, 21.1 and 23.1, which have been superseded by the Current Report on Form 8-K, as filed with the SEC on June 6, 2016, which, with respect to Items 7 and 8, was amended by the Current Report on Form 8-K/A, as filed with the SEC on September 1, 2016);

Our Quarterly Reports on Form 10-Q for (i) the quarter ended March 31, 2016, as filed with the SEC on May 9, 2016 and as subsequently amended by Amendment No. 1 to Form 10-Q filed with the SEC on July 22, 2016 and by Amendment No. 2 to Form 10-Q filed with the SEC on September 1, 2016, (ii) for the quarter ended June 30, 2016, as filed with the SEC on August 9, 2016; and (iii) for the quarter ended September 30, 2016, as filed with the SEC on November 7, 2016;

Our Current Reports on Form 8-K and on Form 8-K/A as filed with the SEC on February 2, 2016, March 1, 2016, March 4, 2016, May 11, 2016, May 13, 2016, June 6, 2016, August 5, 2016, September 1, 2016 and September 9, 2016 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K); and

The description of our common units contained in our Registration Statement on Form 8-A (File No. 001-35666) as filed with the SEC on September 26, 2012 and any subsequent amendment thereto filed for the purpose of updating such description.

We are also incorporating by reference all additional documents we may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof and prior to the effectiveness of the registration statement of which this prospectus forms a part.

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You may request a copy of any document incorporated by reference in this prospectus and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number:

Summit Midstream Partners, LP
1790 Hughes Landing Boulevard, Suite 500
The Woodlands, Texas 77380
Attention: Brock M. Degeyter
Executive Vice President, General Counsel and
Chief Compliance Officer
Telephone: (832) 413-4770

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FORWARD-LOOKING STATEMENTS

Investors are cautioned that certain statements contained in this prospectus as well as in periodic press releases and certain oral statements made by our officials during our presentations are "forward-looking" statements. Forward-looking statements include, without limitation, any statement that may project, indicate or imply future results, events, performance or achievements, and may contain the words "expect," "intend," "plan," "anticipate," "estimate," "believe," "will be," "will continue," "will likely result," and similar expressions, or future conditional verbs such as "may," "will," "should," "would," and "could." In addition, any statement concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible actions taken by us or our subsidiaries, are also forward-looking statements. These forward-looking statements involve external risks and uncertainties, including, but not limited to, those described under the section entitled "Risk Factors" included herein.

Forward-looking statements are based on current expectations and projections about future events and are inherently subject to a variety of risks and uncertainties, many of which are beyond the control of our management team. All forward-looking statements in this prospectus and subsequent written and oral forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements in this paragraph. These risks and uncertainties include, among others:

fluctuations in natural gas, NGL and crude oil prices;

the extent and success of drilling efforts, as well as the extent and quality of natural gas and crude oil volumes produced within proximity of our assets;

failure or delays by our customers in achieving expected production in their natural gas, crude oil and produced water projects;

competitive conditions in our industry and their impact on our ability to connect hydrocarbon supplies to our gathering and processing assets or systems;

actions or inactions taken or non-performance by third parties, including suppliers, contractors, operators, processors, transporters and customers, including the inability or failure of our shipper customers to meet their financial obligations under our gathering agreements and our ability to enforce the terms and conditions of certain of our gathering agreements in the event of a bankruptcy of one or more of our customers;

our ability to acquire any assets owned by third parties, which is subject to a number of factors, including prevailing conditions and outlook in the natural gas, NGL and crude oil industries and markets, and our ability to obtain financing on acceptable terms from the credit and/or capital markets or other sources;

our ability to consummate acquisitions, successfully integrate the acquired businesses, realize any cost savings and other synergies from any acquisition;

the ability to attract and retain key management personnel;

commercial bank and capital market conditions and the potential impact of changes or disruptions in the credit and/or capital markets;

changes in the availability and cost of capital, and the results of our financing efforts, including availability of funds in the credit and/or capital markets;

restrictions placed on us by the agreements governing our debt instruments;

the availability, terms and cost of downstream transportation and processing services;

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natural disasters, accidents, weather-related delays, casualty losses and other matters beyond our control;

operational risks and hazards inherent in the gathering, treating and/or processing of natural gas, crude oil and produced water;

weather conditions and seasonal trends;

timely receipt of necessary government approvals and permits, our ability to control the costs of construction, including costs of materials, labor and rights-of-way and other factors that may impact our ability to complete projects within budget and on schedule;

the effects of existing and future laws and governmental regulations, including environmental, safety and climate change requirements;

the effects of litigation;

changes in general economic conditions; and

certain factors discussed elsewhere in this prospectus.

Developments in any of these areas could cause actual results to differ materially from those anticipated or projected.

The foregoing list of risks and uncertainties may not contain all of the risks and uncertainties that could affect us. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained or incorporated by reference in this prospectus may not in fact occur. Accordingly, undue reliance should not be placed on these statements. We undertake no obligation to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise, except as otherwise required by law.

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WHO WE ARE

Unless the context otherwise requires, references in this prospectus to the "Partnership," "we," "our," "us" or like terms, refer to Summit Midstream Partners, LP and its subsidiaries. "Summit Holdings" refers to Summit Midstream Holdings, LLC, a wholly owned subsidiary of the Partnership that may issue any debt securities offered by this prospectus. "Finance Corp." refers to Summit Midstream Finance Corp., a wholly owned subsidiary of Summit Holdings that may act as co-issuer of any debt securities offered by this prospectus. Our "general partner" refers to Summit Midstream GP, LLC.

General

We are a growth-oriented limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in the core producing areas of unconventional resource basins, primarily shale formations, in the continental United States. We provide natural gas gathering, treating and processing services as well as crude oil and produced water gathering services pursuant to primarily long-term and fee-based agreements with our customers. Our results are driven primarily by the volumes of natural gas that we gather, treat, compress and process as well as by the volumes of crude oil and produced water that we gather. We currently operate in five unconventional resource basins:

the Appalachian Basin, which includes the Marcellus Shale formation in northern West Virginia and the Utica and Point Pleasant shale formations in southeastern Ohio;

the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

the Fort Worth Basin, which includes the Barnett Shale formation in north-central Texas;

the Piceance Basin, which includes the Mesaverde formation and the Mancos and Niobrara shale formations in western Colorado and eastern Utah; and

the Denver-Julesburg Basin, which includes the Niobrara and Codell shale formations in northeastern Colorado and Wyoming.

Summit Holdings was formed under the laws of the State of Delaware on March 30, 2011, is wholly owned by the Partnership and serves as an intermediate holding company for all of the Partnership's operating subsidiaries. Summit Holdings was formed for the sole purpose of serving as a co-issuer of debt securities and as the borrower under our revolving credit facility, and has no assets or operations other than those related to its sole purpose.

Finance Corp. was incorporated under the laws of the State of Delaware on May 29, 2013, is wholly owned by Summit Holdings, and has no assets or operations or any liabilities other than those related to its status as a co-issuer of debt securities. Its activities are limited to co-issuing debt securities and engaging in other activities incidental thereto.

Our executive offices are located at 1790 Hughes Landing Boulevard, Suite 500, The Woodlands, Texas 77380. Our telephone number at this address is (832) 413-4770.

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RISK FACTORS

Limited partner interests are inherently different from capital stock of a corporation, although many of the business risks to which we are subject are similar to those that would be faced by a corporation engaged in similar businesses. We urge you to carefully consider the risk factors included in our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, each as amended and updated from time to time, which are incorporated by reference into this prospectus and the applicable prospectus supplement, together with all of the other information included in this prospectus, the applicable prospectus supplement and the documents we incorporate by reference, in evaluating an investment in our securities. If any of the risks discussed in the foregoing documents were to materialize, our business, financial condition, results of operations and cash flows could be materially adversely affected and you could lose all or part of your investment. Please also read "Forward-Looking Statements."

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USE OF PROCEEDS

The actual application of proceeds to us from the sale of any particular offering of securities using this prospectus will be determined at the time of the offering and will be described in the applicable prospectus supplement relating to such offering. The precise amount and timing of the application of these proceeds will depend upon, among other factors, our funding requirements and the availability and cost of other funds. We will not receive any of the proceeds from any sale of Units by the selling unitholders.

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The following table sets forth our ratio of earnings to fixed charges for the periods indicated on a consolidated historical basis. For purposes of computing the ratio of earnings to fixed charges, "earnings" are defined as income or loss before income taxes and adjustments for income or loss from equity method investees plus fixed charges and distributions from equity method investees less capitalized interest. "Fixed charges" consist of interest expensed and capitalized, amortization of deferred loan costs and an estimate of interest within rent expense.

	Nine Months Ended September 30, 2016	Year Ended December 31,				
	2015(1)	2014(2)	2013	2012	2011	
Ratio of Earnings to Fixed Charges	1.20x	0.42x	2.44x	3.59x	6.36x	

- (1) The ratio of earnings to fixed charges was negative for the year ended December 31, 2015. To achieve a ratio of earnings to fixed charges of 1:1, we would have had to generate an additional \$185.0 million of earnings for the year ended December 31, 2015. Loss before income taxes for the year ended December 31, 2015 included \$248.9 million of goodwill impairments.
- (2) The ratio of earnings to fixed charges was less than 1:1 for the year ended December 31, 2014. To achieve a ratio of earnings to fixed charges of 1:1, we would have had to generate an additional \$31.5 million of earnings for the year ended December 31, 2014. Loss before income taxes for the year ended December 31, 2014 included a goodwill impairment of \$54.2 million.

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DESCRIPTION OF OUR COMMON UNITS

The Units

The common units represent limited partner interests in us. The holders of common units are entitled to participate in partnership distributions and are entitled to exercise the rights and privileges available to limited partners under our partnership agreement. For a description of the relative rights and preferences of holders of common units to partnership distributions, please read this section and "Provisions of Our Partnership Agreement Relating to Cash Distributions." For a description of the rights and privileges of limited partners under our partnership agreement, including voting rights, please read "The Partnership Agreement."

Our outstanding common units are listed on the NY