

Dominion Energy Midstream Partners, LP
Form SC 13G
October 12, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

DOMINION ENERGY MIDSTREAM PARTNERS, LP

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

257454108

(CUSIP Number)

October 2, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages

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Exhibit Index: Page 16

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1	NAMES OF REPORTING PERSONS
	STONEPEAK COMMONWEALTH HOLDINGS LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
	16,417,018 (1)
7	SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	16,417,018 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	16,417,018 (1)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11.5%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

(1) This amount includes 16,417,018 Preferred Units (as defined herein), which are convertible to Common Units (as defined herein) on a one-for-one basis.

CUSIP No. 257454108 SCHEDULE 13G Page 3 of 18 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK COMMONWEALTH UPPER HOLDINGS LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
	16,417,018 (1)
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ROW (9)

11.5%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO, HC

(1) This amount includes 16,417,018 Preferred Units (as defined herein), which are convertible to Common Units (as defined herein) on a one-for-one basis.

CUSIP No. 257454108 SCHEDULE 13G Page 4 of 18 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK INFRASTRUCTURE
	FUND II (AIV) LP
2	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF
	ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
	16,417,018 (1)
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PERCENT OF CLASS
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ROW (9)

11.5%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN, HC

(1) This amount includes 16,417,018 Preferred Units (as defined herein), which are convertible to Common Units (as defined herein) on a one-for-one basis.

CUSIP No. 257454108 SCHEDULE 13G Page 5 of 18 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK ASSOCIATES II LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	16,417,018 (1)
	SOLE DISPOSITIVE POWER
7	0
	SHARED DISPOSITIVE POWER
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CUSIP No. 257454108 SCHEDULE 13G Page 6 of 18 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK GP HOLDINGS II LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
	16,417,018 (1)
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TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

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CUSIP No. 257454108 SCHEDULE 13G Page 7 of 18 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK GP INVESTORS II LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
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PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
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11.5%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

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OO, HC

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CUSIP No. 257454108 SCHEDULE 13G Page 8 of 18 Pages

1	NAMES OF REPORTING PERSONS
	STONEPEAK GP INVESTORS MANAGER LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
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TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

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CUSIP No. 257454108 SCHEDULE 13G Page 9 of 18 Pages

1	NAMES OF REPORTING PERSONS
	MICHAEL DORRELL
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States of America
	SOLE VOTING POWER
5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	16,417,018 (1)
	SOLE DISPOSITIVE POWER
7	0
	SHARED DISPOSITIVE POWER
8	16,417,018 (1)
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TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

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IN, HC

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CUSIP No. 257454108 SCHEDULE 13G Page 10 of 18 Pages

1	NAMES OF REPORTING PERSONS
	TRENT VICHIE
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States of America
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
	16,417,018 (1)
7	SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	16,417,018 (1)
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11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11.5%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IN, HC

(1) This amount includes 16,417,018 Preferred Units (as defined herein), which are convertible to Common Units (as defined herein) on a one-for-one basis.

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Item 1(a). Name of Issuer:
Dominion Energy Midstream Partners, LP (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

120 Tredegar Street, Richmond, Virginia 23219

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the “Reporting Persons”)

- i) Stonepeak Commonwealth Holdings LLC;
- ii) Stonepeak Commonwealth Upper Holdings LLC;
- iii) Stonepeak Infrastructure Fund II (AIV) LP;
- iv) Stonepeak Associates II LLC;
- v) Stonepeak GP Holdings II LP;
- vi) Stonepeak GP Investors II LLC;
- vii) Stonepeak GP Investors Manager LLC;
- viii) Michael Dorrell (“Mr. Dorrell”); and
- ix) Trent Vichie (“Mr. Vichie”).

This Statement relates to Common Units (as defined herein) obtainable upon conversion, within 60 days of the date hereof, of the Series A Convertible Preferred Units representing limited partner interests in the Issuer (the “Preferred Units”) held for the account of Stonepeak Commonwealth Holdings LLC. Stonepeak Commonwealth Upper Holdings LLC is the managing member of Stonepeak Commonwealth Holdings LLC. Stonepeak Infrastructure Fund II (AIV) LP is the managing member of Stonepeak Commonwealth Upper Holdings LLC. Stonepeak Associates II LLC is the general partner of Stonepeak Infrastructure Fund II (AIV) LP. Stonepeak GP Holdings II LP is the sole member of Stonepeak Associates II LLC. Stonepeak GP Investors II LLC is the general partner of Stonepeak GP Holdings II LP. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors II LLC. Each of Mr. Dorrell and Mr. Vichie serve as a managing member of Stonepeak GP Investors Manager LLC. Accordingly, each of Stonepeak Commonwealth Upper Holdings LLC, Stonepeak Infrastructure Fund II (AIV) LP, Stonepeak Associates II LLC, Stonepeak GP Holdings II LP, Stonepeak GP Investors II LLC, Stonepeak GP Investors Manager LLC, Mr. Dorrell, and Mr. Vichie may be deemed to indirectly beneficially own the Shares reported herein.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 717 Fifth Avenue, 25th Floor, New York, New York 10022.

Item 2(c). Citizenship:

Each of Stonepeak Commonwealth Holdings LLC, Stonepeak Commonwealth Upper Holdings LLC, Stonepeak Associates II LLC, Stonepeak GP Investors II LLC, and Stonepeak GP Investors Manager LLC is a Delaware limited liability company. Each of Stonepeak Infrastructure Fund II (AIV) LP and Stonepeak GP Holdings II LP is a Delaware limited partnership. Mr. Dorrell and Mr. Vichie are both citizens of the United States of America.

SCHEDULE 13G Page 12 of 18 Pages

Item 2(d). Title of Class of Securities:

Common Units representing limited partner interests (the "Common Units")

Item 2(e). CUSIP Number:

257454108

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c),
Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of October 2, 2018, each of the Reporting Persons may be deemed the beneficial owner of 16,417,018 Common Units. This amount consists of 16,417,018 shares of Preferred Units, which are convertible to Common Units on a one-for-one basis (subject to customary anti-dilution adjustments) at the holder's election any time following the second anniversary of the December 1, 2016 issue date.

Item 4(b) Percent of Class:

As of October 2, 2018, each of the Reporting Persons may be deemed the beneficial owner of approximately 11.5% of Shares outstanding. (This calculation is based upon 143,024,659 Common Units outstanding, which is the sum of: (i) 126,607,641 Common Units outstanding as of July 13, 2018, as reported in the Issuer's quarterly report on Form 10-Q, filed on August 8, 2018; and (ii) 16,417,018 Common Units the Reporting Persons can acquire upon conversion of Preferred Units any time following the second anniversary of the December 1, 2016 issue date.)

Item 4(c) Number of Shares as to which such person has:

Each Reporting Person:

- | | |
|--|------------|
| (i) Sole power to vote or direct the vote: | 0 |
| (ii) Shared power to vote or direct the vote: | 16,417,018 |
| (iii) Sole power to dispose or direct the disposition of: | 0 |
| (iv) Shared power to dispose or direct the disposition of: | 16,417,018 |

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security
Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

STONEPEAK COMMONWEALTH HOLDINGS LLC

By: STONEPEAK COMMONWEALTH UPPER HOLDINGS LLC, its
managing member

By: STONEPEAK INFRASTRUCTURE FUND II (AIV) LP, its managing
member

By: STONEPEAK ASSOCIATES II LLC, its general partner

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK COMMONWEALTH UPPER HOLDINGS LLC

By: STONEPEAK INFRASTRUCTURE FUND II (AIV) LP, its managing
member

By: STONEPEAK ASSOCIATES II LLC, its general partner

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK INFRASTRUCTURE FUND II (AIV) LP

By: STONEPEAK ASSOCIATES II LLC, its general partner

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK ASSOCIATES II LLC

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK GP HOLDINGS II LP

By: STONEPEAK GP INVESTORS II LLC, its general partner
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

STONEPEAK GP INVESTORS II LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

**STONEPEAK GP
INVESTORS
MANAGER LLC**

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

By: /s/ Michael Dorrell
Name: Michael Dorrell

By: /s/ Trent Vichie
Name: Trent Vichie

October 12, 2018

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EXHIBIT INDEX

Ex. Page No.

A Joint Filing Agreement 17-18

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Units representing limited partner interests of Dominion Energy Midstream Partners, LP, dated as of October 12, 2018 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

STONEPEAK COMMONWEALTH HOLDINGS LLC

By: STONEPEAK COMMONWEALTH UPPER HOLDINGS LLC, its
managing member

By: STONEPEAK INFRASTRUCTURE FUND II (AIV) LP, its managing
member

By: STONEPEAK ASSOCIATES II LLC, its general partner

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK COMMONWEALTH UPPER HOLDINGS LLC

By: STONEPEAK INFRASTRUCTURE FUND II (AIV) LP, its managing
member

By: STONEPEAK ASSOCIATES II LLC, its general partner

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK INFRASTRUCTURE FUND II (AIV) LP

By: STONEPEAK ASSOCIATES II LLC, its general partner

By: STONEPEAK GP HOLDINGS II LP, its sole member

By: STONEPEAK GP INVESTORS II LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

STONEPEAK ASSOCIATES II LLC

By: STONEPEAK GP HOLDINGS II LP, its sole member
By: STONEPEAK GP INVESTORS II LLC, its general partner
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

STONEPEAK GP HOLDINGS II LP

By: STONEPEAK GP INVESTORS II LLC, its general partner
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

STONEPEAK GP INVESTORS II LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

**STONEPEAK GP
INVESTORS
MANAGER LLC**

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member

By: /s/ Michael Dorrell
Name: Michael Dorrell

By: /s/ Trent Vichie
Name: Trent Vichie

October 12, 2018