

Stonepeak Commonwealth Holdings LLC
 Form 3
 October 12, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Stonepeak Commonwealth Holdings LLC			10/02/2018		Dominion Energy Midstream Partners, LP [DM]	
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer	
717 FIFTH AVENUE, 25TH FLOOR, NY					(Check all applicable)	
(Street)					<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
NEW YORK, NY 10022					5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Series A Convertible Preferred Units	Â (1)	Â (1)	Common Units	16,417,018 (1)	\$ (1)	or Indirect (I) (Instr. 5)	D (2) (3) (4) Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stonepeak Commonwealth Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak Commonwealth Upper Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak Infrastructure Fund II (AIV) LP 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak Associates II LLC 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak GP Holdings II LP 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak GP Investors II LLC 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak GP Investors Manager LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Vichie Trent D 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Dorrell Michael B. 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â

Signatures

/s/ Trent D.
Vichie

10/12/2018

Date

Signature of
Reporting Person

/s/ Michael B.
Dorrell

10/12/2018

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Series A Convertible Preferred Units representing partner interests in the Issuer (the "Preferred Units") are convertible into Common Units representing limited partner interests in the Issuer, on a one-to-one basis (subject to customary anti-dilution adjustments) (i) at the holder's election, following the second anniversary of the December 1, 2016 issue date (the "Issue Date"), and (ii) by the Issuer, following the third anniversary of the Issue Date, subject to certain conditions.
- (1) These Preferred Units are owned directly by Stonepeak Commonwealth Holdings LLC, and indirectly by 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, Michael Dorrell and Trent Vichie.
- (3) 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 Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.
- (4) Each Reporting Person disclaims beneficial ownership of the Preferred Units except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Preferred Units for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Remarks:

Exhibit 99.1: Additional Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.