

Shell Midstream Partners, L.P.
Form 10-Q/A
August 19, 2016

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

FORM 10-Q/A
Amendment No. 1

(Mark One)

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

For the quarterly period ended March 31, 2016

or

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

For the transition period from _____ to _____

Commission file number: 001-36710

Shell Midstream Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware **46-5223743**
(State or other jurisdiction of **(I.R.S. Employer**
incorporation or organization) **Identification No.)**
One Shell Plaza, 910 Louisiana Street, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)
(713) 241-6161
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had 97,767,376 common units and 67,475,068 subordinated units outstanding as of May 5, 2016.

SHELL MIDSTREAM PARTNERS, L.P.

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EXPLANATORY NOTE

Shell Midstream Partners, L.P. is filing this Amendment No. 1 (the Amendment) to its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 filed with the Securities and Exchange Commission (the SEC) on May 5, 2016 (the Original Form 10-Q). This Amendment is being filed solely to revise Exhibit 31.2 to include the introductory language of paragraph 4 and the language of paragraph 4(b) referring to internal control over financial reporting, which language was inadvertently omitted from Exhibit 31.2 when originally filed. This Amendment consists solely of the preceding cover page, this explanatory note and the revised certification filed as an exhibit to the Amendment. No other changes have been made to the Original Form 10-Q. This Amendment speaks as of the filing date of the Original Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 10-Q. Accordingly, this Amendment should be read in conjunction with the Original Form 10-Q and our other filings with the SEC.

PART II. OTHER INFORMATION

Item 6. Exhibits

| Exhibit Number | Exhibit Description |
|---------------------------|---|
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934 |

SIGNATURE

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

SHELL MIDSTREAM PARTNERS, L.P.
By: SHELL MIDSTREAM PARTNERS GP LLC

Date: August 19, 2016

By: /s/ Susan M. Ward
Susan M. Ward
Vice President and Chief Financial Officer
(principal financial officer and principal accounting officer)

Exhibit Index

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