

DCP Midstream, LP  
Form 8-K  
November 16, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (date of earliest event reported): November 13, 2017**

**DCP MIDSTREAM, LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-32678**  
**(Commission**

**File No.)**  
**370 17th Street, Suite 2500**

**03-0567133**  
**(IRS Employer**

**Identification No.)**

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**Denver, Colorado 80202**

**(Address of principal executive offices) (Zip Code)**

**(303) 595-3331**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry in Material Definitive Agreement.**

On November 13, 2017, DCP Midstream, LP (the Partnership), DCP Midstream GP, LP and DCP Midstream GP, LLC (collectively, the Partnership Entities) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets, LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (the Underwriters), providing for the issuance and sale by the Partnership, and the purchase by the Underwriters, of 500,000 of the Partnership's 7.375% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partnership interests in the Partnership (the Series A Preferred Units) at a price to the public of \$1,000 per Series A Preferred Unit (the Offering).

The Offering was registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a Registration Statement on Form S-3 (Registration No. 333-221419) filed with the Securities and Exchange Commission (the Commission) on November 8, 2017, as supplemented by a prospectus supplement, filed with the Commission on November 15, 2017, pursuant to Rule 424(b)(5) of the Securities Act.

The Offering is scheduled to close on November 20, 2017, subject to customary closing conditions. The Partnership expects to receive net proceeds from the Offering of approximately \$487.8 million, after deducting underwriting discounts and estimated offering expenses payable by the Partnership. The Partnership intends to use the net proceeds from the Offering for general partnership purposes, including the repayment of the Partnership's 2.50% Senior Notes due December 1, 2017, \$500 million of which remain outstanding.

Pursuant to the Underwriting Agreement, the Partnership Entities have agreed, among other things, to indemnify the Underwriters against certain liabilities, including liabilities arising under the Securities Act, or to contribute to payments the Underwriters may be required to make in respect of those liabilities.

The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Affiliates of certain of the Underwriters hold our 2.50% Senior Notes due 2017 and accordingly may receive a portion of the net proceeds of the Offering.

**Item 7.01 Regulation FD Disclosure.**

On November 13, 2017, the Partnership issued a press release announcing the pricing of the Series A Preferred Units to be issued and sold pursuant to the Offering. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	<u>Underwriting Agreement, dated November 13, 2017, by and among DCP Midstream, LP, DCP Midstream GP, LP, DCP Midstream GP, LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, RBC Capital Markets, LLC and Wells Fargo Securities, LLC.</u>
99.1	<u>Press Release, dated November 13, 2017.</u>

**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 hereunto duly authorized.

Dated: November 16, 2017

**DCP MIDSTREAM, LP**

By: **DCP MIDSTREAM GP, LP**  
its General Partner

By: **DCP MIDSTREAM GP, LLC**  
its General Partner

By: /s/ Sean P. O Brien  
Name: Sean P. O Brien  
Title: Group Vice President and  
Chief Financial Officer