

Dominion Energy Midstream Partners, LP
Form S-8 POS
January 28, 2019

As filed with the Securities and Exchange Commission on January 28, 2019

Registration No. 333-199501

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

POST-EFFECTIVE AMENDMENT NO. 1 TO
Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Dominion Energy Midstream Partners, LP
(Exact name of registrant as specified in its charter)

Dominion Midstream Partners, LP 2014 Long-Term Incentive Plan
(Full title of plan)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-5135781
(I.R.S. Employer
Identification No.)

120 Tredegar Street

Richmond, Virginia 23219

(804) 819-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Carlos M. Brown, Esq.

Senior Vice President and General Counsel

Dominion Energy Midstream Partners, LP

120 Tredegar Street

Richmond, Virginia 23219

(804) 819-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement (File No. 333-199501) filed on Form S-8 by the Registrant with the Securities and Exchange Commission on October 21, 2014, which registered 3,000,000 common units representing limited partner interests of the Registrant issuable pursuant to the Dominion Midstream Partners, LP 2014 Long-Term Incentive Plan (the Registration Statement).

On January 28, 2019, pursuant to an Agreement and Plan of Merger, dated as of November 26, 2018, by and among the Registrant, Dominion Energy, Inc. (Dominion Energy), Tredegar Street Merger Sub, LLC, an indirect, wholly owned subsidiary of Dominion Energy (Merger Sub), and Dominion Energy Midstream GP, LLC, the general partner of the Registrant, Merger Sub merged with and into the Registrant with the Registrant surviving as an indirect, wholly owned subsidiary of Dominion Energy (the Merger). As a result of the Merger, any offerings pursuant to the Registration Statement have been terminated.

In accordance with the undertakings made by the Registrant in the Registration Statement, the Registrant hereby removes from registration any of the securities of the Registrant registered under the Registration Statement that remain unsold under the Registration Statement as of the filing date of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on January 28, 2019.

Dominion Energy Midstream Partners, LP

By: Dominion Energy Midstream GP,
LLC, its
general partner

By: /s/ James R. Chapman
Name: James R. Chapman
Title: Executive Vice President, Chief
Financial
Officer and Treasurer

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.