

# PENNTEX MIDSTREAM PARTNERS, LP

## FORM 8-A12B (Securities Registration (section 12(b)))

Filed 06/01/15

Address	11931 WICKCHESTER LANE, SUITE 300 HOUSTON, TX 77043
Telephone	832-456-4000
CIK	0001617798
SIC Code	4922 - Natural Gas Transmission
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**PENNTEx MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**47-1669563**  
(I.R.S. Employer Identification No.)

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**11931 Wickchester Ln., Suite 300  
Houston, TX 77043**  
(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Common Units representing limited partner interests	The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box

**Securities Act registration statement file number to which this form relates: 333-199020**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common units representing limited partner interests in PennTex Midstream Partners, LP (the "Registrant") is set forth under the captions "Summary—The Offering," "Our Cash Distribution Policy and Restrictions on Distributions," "Provisions of Our Partnership Agreement Relating to Cash Distributions," "Description of the Common Units" and "Our Partnership Agreement" in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-199020), initially filed with the Securities and Exchange Commission (the "Commission") on September 30, 2014 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified, which have been filed with the Commission.

<u>Exhibit No.</u>	<u>Description</u>
1.	Registrant's Registration Statement on Form S-1 (Registration No. 333-199020), initially filed with the Securities and Exchange Commission on September 30, 2014, as amended (the "Form S-1 Registration Statement") (incorporated herein by reference).
2.	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement).
3.	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Form S-1 Registration Statement).
4.	Specimen Unit Certificate for the Common Units (incorporated herein by reference to Exhibit A to the First Amended and Restated Agreement of Limited Partnership of the Registrant, which is included as Appendix A to the prospectus included in the Form S-1 Registration Statement).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PennTex Midstream Partners, LP

By: PennTex Midstream GP, LLC  
as general partner

Date: June 1, 2015

By: /s/ Steven R. Jones

Steven R. Jones

Executive Vice President and Chief Financial Officer

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## EXHIBIT INDEX

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2.	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement).
3.	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Form S-1 Registration Statement).
4.	Specimen Unit Certificate for the Common Units (incorporated herein by reference to Exhibit A to the First Amended and Restated Agreement of Limited Partnership of the Registrant, which is included as Appendix A to the prospectus included in the Form S-1 Registration Statement).