

Rose Rock Midstream, L.P.  
Form 4  
December 18, 2013

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
SemGroup Corp

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Rose Rock Midstream, L.P. [RRMS]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6120 S. YALE AVE., STE. 700

12/16/2013

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TULSA, OK 74136-4216

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
Common Units representing limited partner interests	12/16/2013		A	V	1,500,000	A	(2)	4,389,709	I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Class A Units representing limited partner interests	\$ 0	12/16/2013		A	1,250,000	(3) (3)	Common Units representing limited partner interests

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SemGroup Corp 6120 S. YALE AVE., STE. 700 TULSA, OK 74136-4216	X	X		
Rose Rock Midstream Holdings, LLC 6120 S. YALE AVE., STE. 700 TULSA, OK 74136-4216	X	X		
Rose Rock Midstream Corp 6120 S. YALE AVE., STE. 700 TULSA, OK 74136-4216	X			

## Signatures

Candice L. Cheeseman, Secretary and General Counsel of SemGroup Corporation	12/18/2013
**Signature of Reporting Person	Date
Candice L. Cheeseman, Secretary and General Counsel of Rose Rock Midstream Holdings, LLC	12/18/2013
**Signature of Reporting Person	Date
Candice L. Cheeseman, Secretary and General Counsel of Rose Rock Midstream Corporation	12/18/2013
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- (1)

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This Form 4 is being filed jointly by SemGroup Corporation ("SemGroup"), Rose Rock Midstream Holdings, LLC ("Holdings") and Rose Rock Midstream Corporation ("RRMC"). SemGroup directly owns 100% of the outstanding membership interests of Holdings. Holdings directly owns 100% of the issued and outstanding shares of common stock of RRMC. SemGroup may therefore be deemed to beneficially own securities of the Issuer owned directly by Holdings and RRMC and Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by RRMC.

- In connection with the closing of the transactions contemplated by that certain Contribution Agreement dated as of December 12, 2013, by and among SemGroup, Holdings, Rose Rock Midstream GP, LLC, the Issuer and Rose Rock Midstream Operating, LLC, the Issuer
- (2) issued to Holdings, among other consideration, 1,500,000 Common Units representing limited partner interests in the Issuer and 1,250,000 Class A Units representing limited partner interests in the Issuer, in exchange for a 33.33% membership interest in SemCrude Pipeline, L.L.C., which owns a 51% membership interest in White Cliffs Pipeline, L.L.C.

- The Class A Units have no expiration date and will convert into Common Units representing limited partner interests in the Issuer on a
- (3) one-for-one basis on the first day of the month immediately following the first month for which average daily throughput volumes on the White Cliffs Pipeline for such month are 125 thousand barrels per day or greater.

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.