

SECURITIES AND EXCHANGE COMMISSION

FORM D

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.

Filing Date: **2013-01-23**
SEC Accession No. [0001527622-13-000002](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

Rose Rock Midstream, L.P.

CIK: **1527622** | IRS No.: **452934823** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: **021-190614** | Film No.: **13541305**
SIC: **4610** Pipe lines (no natural gas)

Mailing Address

*TWO WARREN PLACE
6120 S. YALE AVENUE,
SUITE 700
TULSA OK 74136-4216*

Business Address

*TWO WARREN PLACE
6120 S. YALE AVENUE,
SUITE 700
TULSA OK 74136-4216
(918) 524-8100*

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001527622](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Rose Rock Midstream, L.P.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2011
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Rose Rock Midstream, L.P.](#)
Street Address 1 [TWO WARREN PLACE](#) Street Address 2 [6120 S. YALE AVENUE, SUITE 700](#)
City [TULSA](#) State/Province/Country [OKLAHOMA](#) ZIP/Postal Code [74136-4216](#) Phone No. of Issuer [\(918\) 524-8100](#)

3. Related Persons

Last Name [Szydowski](#) First Name [Norman](#) Middle Name [J.](#)
Street Address 1 [Two Warren Place](#) Street Address 2 [6120 S. Yale Avenue, Suite 700](#)
City [Tulsa](#) State/Province/Country [OKLAHOMA](#) ZIP/Postal Code [74136](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[President, Chief Executive Officer and Chairman](#)

Last Name [Schwiering](#) First Name [Peter](#) Middle Name [L.](#)
Street Address 1 [Two Warren Place](#) Street Address 2 [6120 S. Yale Avenue, Suite 700](#)
City [Tulsa](#) State/Province/Country [OKLAHOMA](#) ZIP/Postal Code [74136](#)

Tulsa

OKLAHOMA

74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Operating Officer and Director

Last Name	First Name	Middle Name
Fitzgerald	Robert	N.
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President, Chief Financial Officer and Director

Last Name	First Name	Middle Name
O'Sullivan	Timothy	
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President and Director

Last Name	First Name	Middle Name
Gray	Rodney	L.
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Monroe	Mark	E.
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Cheeseman	Candice	L.
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

General Counsel and Secretary

Last Name	First Name	Middle Name
Largess	Paul	
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President, Chief Accounting Officer and Controller

Last Name	First Name	Middle Name
Dunn	Robert	E.
Street Address 1	Street Address 2	
Two Warren Place	6120 S. Yale Avenue, Suite 700	
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues
\$1 - \$1,000,000 | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input checked="" type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Decline to Disclose |
| | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)
 - Section 3(c)(1)
 - Section 3(c)(2)
 - Section 3(c)(3)
 - Section 3(c)(4)
 - Section 3(c)(5)
 - Section 3(c)(6)
 - Section 3(c)(7)
 - Section 3(c)(9)
 - Section 3(c)(10)
 - Section 3(c)(11)
 - Section 3(c)(12)
 - Section 3(c)(13)
 - Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale [2013-01-08](#)
- First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Citi Group Global Markets, Inc.	7059	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
388 Greenwich Street		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10013
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

KANSAS
NEW YORK
PENNSYLVANIA
TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$ [59,260,000](#) USD or Indefinite
Total Amount Sold \$ [59,260,000](#) USD
Total Remaining to be Sold \$ [0](#) USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 1,185,200 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Rose Rock Midstream, L.P.	/s/ Candice L. Cheeseman	Candice L. Cheeseman	General Counsel and Secretary	2013-01-22

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
