

**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): **June 23, 2023**

Evolve Transition Infrastructure LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33147
(Commission File Number)

11-3742489
(IRS Employer Identification No.)

1360 Post Oak Blvd, Suite 2400
Houston, TX
(Address of principal executive offices)

77056
(Zip Code)

Registrant's telephone number, including area code: **(713) 783-8000**

(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 the 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Units representing limited partner interests	SNMP	NYSE American

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed, Evolve Transition Infrastructure LP (the “Partnership”) received notice on June 6, 2023 from the NYSE American LLC (“NYSE”) that the Partnership was not in compliance with the continued listing standards set forth in Section 1003(f)(v) of the NYSE American Company Guide and disclosed that NYSE Regulation has determined to commence proceedings to delist the Partnership’s common units representing limited partner interests in the Partnership (“Common Units”) from the NYSE due to the low selling price of the Common Units. On June 13, 2023, the Partnership submitted formal written notice exercising its right to a review of NYSE Regulation’s delisting determination in accordance with the NYSE delisting procedures and awaits an oral hearing regarding the Partnership’s continued listing.

On June 23, 2023, the Partnership received notice from the NYSE Office of General Counsel confirming that, in accordance with the NYSE Company Guide, a Listing Qualifications Panel of the Committee for Review (the “Panel”) has been authorized to make a determination on this matter and the hearing before the Panel is scheduled for Tuesday, August 8, 2023.

As previously disclosed, the delisting of the Common Units will be stayed pending the conclusion of the review process, while the trading suspension that was implemented on June 6, 2023 will remain in effect. If the Partnership is successful in its appeal of NYSE Regulation’s determination to commence delisting proceedings, the Common Units may resume trading on the NYSE. In the interim, the Common Units will continue to trade on the over-the-counter market under the symbol “SNMP.”

Item 8.01 Other Events.

As previously disclosed, the Partnership announced a one-for-thirty reverse split (the “Reverse Split”) of its Common Units on May 22, 2023 and later amended the date for the previously announced Reverse Split due to the fact that the Reverse Split was subject to review by the Financial Industry Regulatory Authority (“FINRA”) as a result of the Common Units initiating trading on the over-the-counter market on June 7, 2023.

On June 23, 2023, the Partnership issued a press release announcing that it is amending the date for the previously announced Reverse Split to be effective after the over-the-counter market closes on July 17, 2023. The Common Units will begin trading on a split-adjusted basis when the over-the-counter market opens on July 18, 2023. The Common Units will continue trading on the over-the-counter market under the symbol “SNMP” and will be assigned a new CUSIP number (30053M203) following the Reverse Split. The press release followed confirmation from FINRA that it had received and reviewed the necessary documentation to process the Reverse Split. FINRA reserves the right to further review the Reverse Split and any additional review could potentially further delay the implementation of the Reverse Split.

A copy of the press release is included herewith as Exhibit 99.1 and the information in the press release is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit
99.1	Press Release, dated June 23, 2023.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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.

EVOLVE TRANSITION INFRASTRUCTURE LP

By: Evolve Transition Infrastructure GP LLC,
its general partner

Date: June 27, 2023

By: /s/ Charles C. Ward
Charles C. Ward
Interim Chief Executive Officer, Chief Financial Officer and
Secretary

Evolve Transition Infrastructure Announces Date of Effectiveness of Reverse Split

HOUSTON—(GLOBE NEWSWIRE)—June 23, 2023—Evolve Transition Infrastructure LP (OTC: SNMP) (“Evolve”) today announced that it intends to implement its previously announced 1-for-30 reverse split (the “Reverse Split”) of its common units representing limited partner interests in Evolve (“common units”) effective after the over-the-counter market closes on July 17, 2023. The common units will begin trading on a split-adjusted basis when the over-the-counter market opens on July 18, 2023. The announcement today follows confirmation from The Financial Industry Regulatory Authority (“FINRA”) that it has received and reviewed the necessary documentation to process the Reverse Split. FINRA reserves the right to further review the Reverse Split and any additional review could potentially further delay the implementation of the Reverse Split.

As previously announced, pursuant to the Reverse Split, common unitholders will receive one common unit for every thirty common units they own at the close of trading on July 17, 2023. No fractional units will be issued in connection with the Reverse Split and unitholders who would otherwise be entitled to receive a fractional unit will instead receive a cash payment (without interest and rounded up to the nearest whole cent) based on the closing price of the common units on July 17, 2023.

The Reverse Split uniformly affects all issued and outstanding common units as well as all units under Evolve’s long term incentive plans, warrants and associated reserves. Evolve anticipates that the Reverse Split will decrease the number of common units outstanding from approximately 254.4 million to 8.5 million.

Evolve’s transfer agent, Computershare Trust Company, N.A., will adjust its records to reflect each registered unitholder’s post-split position and registered unitholders are not required to take any action in connection with the Reverse Split. Please contact Computershare Trust Company, N.A. for further information at (800) 564-6253 or by email directed to shareholder@computershare.com.

Unitholders owning common units via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse Split, subject to such broker’s particular processes, and will not be required to take any action in connection with the Reverse Split.

The new CUSIP number for the common units after the Reverse Split will be 30053M203.

ABOUT EVOLVE TRANSITION INFRASTRUCTURE

Evolve Transition Infrastructure LP is a publicly-traded limited partnership formed in 2005 focused on the acquisition, development and ownership of infrastructure critical to the transition of energy supply to lower carbon sources. Evolve owns natural gas gathering systems, pipelines and processing facilities in South Texas and continues to pursue energy transition infrastructure opportunities.

ADDITIONAL INFORMATION

Additional information about Evolve can be found in Evolve's documents on file with the United States Securities and Exchange Commission ("SEC") which are available on Evolve's website at www.evolvetransition.com and on the SEC's website at www.sec.gov.

FORWARD-LOOKING STATEMENTS

This press release contains "forward-looking statements," which involve risks and uncertainties. All statements, other than statements of present or historical fact, included in this press release are forward-looking statements. Any statements that refer to Evolve's future strategy, future uses of capital, future operations, plans and objectives of management or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "expect," "plan," "anticipate," "believe," "project" or the negative of such terms or other similar expressions. These forward-looking statements are based on management's current beliefs, expectations and assumptions regarding the future of Evolve's business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about Evolve that may cause Evolve's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward looking statements. Therefore, you should not rely on any of these forward-looking statements. Management cautions all readers that the forward-looking statements contained in this press release are not guarantees of future performance, and actual results may differ materially from those anticipated or implied in forward-looking statements. For more information concerning factors that could cause actual results to differ from those expressed or forecasted, please read Evolve's filings with the SEC, with particular attention to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections in Evolve's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, all of which are available on Evolve's website at www.evolvetransition.com and on the SEC's website at www.sec.gov. These cautionary statements qualify all forward-looking statements attributable to Evolve or persons acting on Evolve's behalf. Except as otherwise required by applicable law, Evolve disclaims any duty to update any forward-looking statements, all of which are expressly

qualified by the statements in this section, to reflect events or circumstances after the date of this press release.

CONTACT

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