

**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): **July 25, 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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 (the “Company Guide”) and that NYSE Regulation determined to commence proceedings to delist the Partnership’s common units representing limited partner interests (“Common Units”) from the NYSE due to the low selling price of the Common Units. In response, 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. On June 23, 2023, the Partnership received notice from the NYSE Office of General Counsel confirming that, in accordance with the Company Guide, a Listing Qualifications Panel of the Committee for Review (the “Panel”) had been authorized to make a determination on the matter with a hearing scheduled for Tuesday, August 8, 2023.

On July 25, 2023, the Partnership received notice from the NYSE informing the Partnership that it has resolved the continued listing deficiency with respect to low selling price as described in Section 1003(f)(v) of the Company Guide. As a result, the staff of NYSE Regulation has withdrawn its delisting determination and will be lifting the trading suspension on the Common Units on the NYSE. Accordingly, the August 8, 2023 hearing before the Panel has been cancelled. The Common Units will commence trading on the NYSE at market open on Monday, July 31, 2023 under the symbol “SNMP.”

The Partnership continues to remain subject to its previously disclosed plan addressing how it intends to regain compliance with the continued listing standards set forth in Sections 1003(a)(i) and 1003(a)(ii) of the Company Guide. The NYSE accepted the Partnership’s plan on February 21, 2023 and granted the Partnership a targeted completion date of June 6, 2024 to implement its plan and regain compliance. By June 6, 2024, the Partnership must either be in compliance or must have made progress that is consistent with the plan during the plan period. Failure to meet the requirements to regain compliance could result in the initiation of delisting proceedings.

### **Item 8.01 Other Events**

On July 26, 2023, the Partnership issued a press release announcing the removal of the trading suspension on the Common Units on the NYSE. A copy of the press release is included herewith as Exhibit 99.1, and the information in the press release is incorporate by reference into this Item 8.01.

### **Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Exhibit</b>
99.1	<a href="#">Press Release, dated July 26, 2023.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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**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: July 27, 2023

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

## Evolve Transition Announces NYSE American Removal of Trading Suspension

**HOUSTON--(GLOBE NEWSWIRE)--July 26, 2023—**Evolve Transition Infrastructure LP (“Evolve” or the “Partnership”) today announced that on July 25, 2023, it received a letter from NYSE American LLC (“NYSE American”) informing Evolve that it has resolved the continued listing deficiency with respect to low selling price as described in Section 1003(f)(v) of the NYSE American Company Guide (the “Company Guide”). As a result, the staff of NYSE Regulation has withdrawn its delisting determination and will be lifting the trading suspension on the Partnership’s common units representing limited partner interests in the Partnership (“common units”) on the NYSE American. The common units will commence trading on the NYSE American on Monday, July 31, 2023 under the symbol “SNMP.”

Notwithstanding the lifting of the trading suspension, Evolve continues to remain subject to its previously disclosed plan to regain compliance with the NYSE American’s continued listing standards, which was accepted by the NYSE American on February 21, 2023. As noted in its February 23, 2023 press release, Evolve has been granted a target completion date of June 6, 2024 to implement its plan and regain compliance with the NYSE American’s continued listing standards set forth in Sections 1003(a)(i) and 1003(a)(ii) of the Company Guide.

If the Partnership is not in compliance with the continued listing standards by June 6, 2024, or if it does not make progress consistent with the plan during the plan period, the NYSE American may again initiate delisting proceedings as appropriate. The Partnership intends to regain compliance with the NYSE American’s continued listings standards by such date; however, there is no assurance the Partnership will be able to accomplish this.

### **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.evolvepartnership.com](http://www.evolvepartnership.com) and on the SEC's website at [www.sec.gov](http://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.

## **ABOUT THE PARTNERSHIP**

Evolve Partnership 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 our documents on file with the SEC which are available on our website at [www.evolvepartnership.com](http://www.evolvepartnership.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

## **PARTNERSHIP CONTACT**

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Interim Chief Executive Officer, Chief Financial Officer and Secretary  
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