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**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): **December 6, 2022**

**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.

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

On December 6, 2022, Evolve Transition Infrastructure LP (the “Partnership”) received notice (the “Notice”) from NYSE American LLC (“Exchange”) that the Partnership is below compliance with certain of the Exchange’s continued listing standards as set forth in Part 10 of the NYSE American Company Guide (the “Company Guide”). The Notice provides that the Exchange’s review of the Partnership showed that the Partnership is below compliance with Sections 1003(a)(i) and (ii) of the Company Guide, which requires the Partnership to have partners’ equity of \$2.0 million or more if the Partnership has reported losses from continuing operations and/or net losses in two of its three most recent fiscal years ended December 31, 2021, and partners’ equity of \$4.0 million or more if it has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years ended December 31, 2021, respectively.

In connection with the Partnership’s non-compliance with Sections 1003(a)(i) and (ii) of the Company Guide, the Partnership must submit a plan (the “Plan”) by January 5, 2023, advising of actions that the Partnership has taken or will take to regain compliance with the continued listing standards by June 6, 2024.

As of the date hereof, the Partnership’s management is beginning its analysis regarding submission of the Plan to the Exchange by the January 5, 2023 deadline. If the Plan is accepted, the Partnership will be able to continue its listing during the Plan period and will be subject to periodic review, including quarterly monitoring for compliance with the Plan. If the Partnership does not submit the Plan, or the Plan is not accepted, or the Plan is accepted but the Partnership does not make progress consistent with the Plan during the Plan period, Exchange staff will initiate delisting proceedings as appropriate.

The Partnership is committed to preparing the Plan and undertaking actions to achieve compliance with the Exchange’s continued listing standards. There can be no assurance that the Partnership will be able to achieve compliance with the Exchange’s continued listing standards within the required time frame. Other than required by federal law, the Partnership disclaims any intention to update this Current Report on Form 8-K for purposes of disclosing any action or response that the Partnership decides to take after the filing of this Current Report on Form 8-K.

### **Item 8.01 Other Events.**

On December 9, 2022, the Partnership issued a press release discussing the matters disclosed in Item 3.01 above. 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.*

<b><u>Exhibit No.</u></b>	<b><u>Exhibit</u></b>
99.1	<a href="#">Press Release, dated December 9, 2022.</a>
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: December 9, 2022

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

## Evolve Transition Infrastructure Receives Notice from NYSE American Regarding Continued Listing Standard

**HOUSTON**--(GLOBE NEWSWIRE)—December 9, 2022—Evolve Transition Infrastructure LP (NYSE American: SNMP) (“Evolve” or the “Partnership”) today announced that on December 6, 2022, the Partnership received a deficiency letter from NYSE American LLC (“NYSE American”) stating that the Partnership was below compliance with the NYSE American continued listing standards of the NYSE American Company Guide, which requires Evolve to report partners’ capital of \$2.0 million or more if it has also reported losses from continuing operations and/or net losses in two of its three most recent fiscal years (Section 1003(a)(i)) or to report partners’ capital of \$4.0 million or more if it has also reported losses from continuing operations and/or net losses in three of its four most recent fiscal years (Section 1003(a)(ii)).

The receipt of the deficiency letter has no immediate impact on the listing of the Partnership’s common units, which will continue to trade on NYSE American subject to the Partnership’s compliance with other continued listing standards of NYSE American. In accordance with applicable NYSE American procedures, the Partnership must submit a plan by January 5, 2023 advising of actions it has taken or will take to regain compliance with the continued listing standard by June 6, 2024. The Partnership is currently evaluating its available options and intends to develop a plan to be submitted no later than January 5, 2023.

### **About the Partnership**

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. We own natural gas gathering systems, pipelines and processing facilities in South Texas and continue 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.evolutransition.com](http://www.evolutransition.com) and on the SEC’s website at [www.sec.gov](http://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.evolvevtransition.com](http://www.evolvevtransition.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.

**PARTNERSHIP CONTACT**

Charles C. Ward  
Chief Financial Officer  
[ir@evolvevtransition.com](mailto:ir@evolvevtransition.com)  
(713) 800-9477