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“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))

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Item 2.02 Results of Operations and Financial Condition.

On May 5, 2016, Shell Midstream Partners, L.P. (the “Partnership”) issued a press release announcing first quarter 2016 earnings. The press release is being furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information provided in this Item 2.02 (including the press release furnished as Exhibit 99.1) shall be deemed “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing made by the Partnership pursuant to the Securities Act of 1933, as amended, except to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

Item 8.01 Other Events.

On May 5, 2016, the Partnership made the following disclosure available on its website at <http://www.shellmidstreampartners.com/corporate-governance.cfm> pursuant to Rule 303A.03 of the New York Stock Exchange Listed Company Manual:

Executive Sessions. Our corporate governance guidelines provide that the non-management directors will meet periodically in executive sessions without management participation. At least annually, all of the independent directors of our general partner meet in executive sessions without management participation or participation by non-independent directors. Currently, the chairman of the board of directors presides at the executive sessions of the non-management directors and the chairman of the audit committee presides at the executive sessions of the independent directors.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Number	Description
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99.1	Press Release dated May 5, 2016, issued by Shell Midstream Partners, L.P.
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SIGNATURE

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.

SHELL MIDSTREAM PARTNERS, L.P.

By: Shell Midstream Partners GP LLC,  
its general partner

By: /s/ Lori M. Muratta  
Lori M. Muratta  
Vice President, General Counsel and Secretary

Date: May 5, 2016

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