DCP Midstream, LP
Form 424B5
October 03, 2018
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Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-221419

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Offering Price per Unit	Aggregate Offering Price	Amount of Registration Fee(2)
7.95% Series C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units	4,600,000	$25.00	$115,000,000	$13,938.00

(1) Includes 600,000 7.95% Series C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units issuable upon the exercise of the underwriters option to purchase additional units.
(2) This filing fee is calculated and being paid pursuant to Rule 457(r) of the Securities Act of 1933, as amended, and relates to the Registration Statement on Form S-3 (File No. 333-221419) filed by DCP Midstream, LP with the Securities and Exchange Commission on November 8, 2017.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated November 8, 2017)

DCP Midstream, LP

4,000,000 Units

7.95% Series C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units

(Liquidation Preference $25.00 per Series C Preferred Unit)

We are offering 4,000,000 of our 7.95% Series C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units, with a liquidation preference of $25.00 per unit (the ***Series C Preferred Units***).

Distributions on the Series C Preferred Units are cumulative from the date of original issue and will be payable quarterly in arrears on the 15th day of January, April, July and October when, as and if declared by DCP Midstream GP, LLC, the general partner of our general partner, DCP Midstream GP, LP. The pro-rated initial distribution on the Series C Preferred Units offered hereby will be payable on January 15, 2019 in an amount equal to approximately $0.5576 per Series C Preferred Unit. Distributions on the Series C Preferred Units will be payable out of amounts legally available therefor from and including the date of original issue to, but not including, October 15, 2023 at a rate equal to 7.95% per annum of the $25.00 liquidation preference. On and after October 15, 2023, distributions on the Series C Preferred Units will accumulate at a percentage of the $25.00 liquidation preference equal to an annual floating rate of the three-month LIBOR plus a spread of 4.882%.

At any time on or after October 15, 2023, we may redeem the Series C Preferred Units, in whole or in part, out of amounts legally available therefor, at a redemption price of $25.00 per Series C Preferred Unit, plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, whether or not declared. In addition, upon the occurrence of certain ratings agency events as described under Description of the Series C Preferred Units Redemption Early Optional Redemption upon a Ratings Event, we may redeem the Series C Preferred Units, in whole but not in part, at a price of $25.50 per Series C Preferred Unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, whether or not declared. We may also redeem the Series C Preferred Units in the event of a Change of Control Triggering Event. See Description of the Series C Preferred Units Change of Control Optional Redemption upon a Change of Control Triggering Event.

We intend to apply to have the Series C Preferred Units listed on the New York Stock Exchange (the ***NYSE***) under the symbol DCP PRC. If the application is approved, we expect trading of the Series C Preferred Units on the NYSE to begin within 30 days after their original issue date. Currently, there is no public market for the Series C Preferred Units. Prior to the commencement of this offering, only our common units and our 7.875% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the ***Series B Preferred Units***) were issued and outstanding and listed on the NYSE, under the symbols DCP and DCP PRB, respectively.

The Series C Preferred Units will rank on parity with our 7.375% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the ***Series A Preferred Units***) and our Series B Preferred Units, with respect to the payment of distributions and amounts payable upon a liquidation event.

We have granted the underwriters an option for a period of 30 days from the date of this prospectus supplement to purchase up to an additional 600,000 Series C Preferred Units from us on the same terms and conditions as set forth above.

Investing in our Series C Preferred Units involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement and page 1 of the accompanying base prospectus for information regarding risks you should consider before investing in our Series C Preferred Units.

	Per Series C Preferred Unit	Total
Public Offering Price	$ 25.0000	$ 100,000,000
Underwriting Discount (1)	$ 0.7807	$ 3,122,688
Proceeds to DCP Midstream, LP (before expenses)	$ 24.2193	$ 96,877,312

(1) The underwriting discount will be $0.5000 per Series C Preferred Unit for institutional orders and $0.7875 per Series C Preferred Unit for retail orders. See Underwriting for a description of the compensation payable to the underwriters.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Series C Preferred Units on or about October 4, 2018.

Joint Book-Running Managers

RBC Capital Markets **BofA Merrill Lynch** **J.P. Morgan** **Wells Fargo Securities**

Co-Managers

Citigroup **BB&T Capital Markets**

The date of this prospectus supplement is October 2, 2018.

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IMPORTANT INFORMATION IN THIS PROSPECTUS SUPPLEMENT

AND THE ACCOMPANYING BASE PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of Series C Preferred Units. The second part is the accompanying base prospectus, which gives more general information, some of which may not apply to this offering of Series C Preferred Units. Generally, when we refer only to the prospectus, we are referring to both documents combined. If the information about this offering of Series C Preferred Units varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that is also incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus. Please read Incorporation by Reference on page S-55 of this prospectus supplement.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this prospectus supplement or the accompanying base prospectus were made solely for the benefit of the parties to such agreement and for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

Neither we nor the underwriters have authorized anyone to provide you with any information other than the information contained in this prospectus supplement and the accompanying base prospectus or incorporated by reference into this prospectus supplement or the accompanying base prospectus. Neither we nor the underwriters take any responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the underwriters are offering to sell the Series C Preferred Units, and seeking offers to buy the Series C Preferred Units, only in jurisdictions where offers and sales are permitted. You should not assume that the information contained in this prospectus supplement, the accompanying base prospectus or any free writing prospectus is accurate as of any date other than the dates shown in these documents or that any information we have incorporated by reference herein is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

Throughout this prospectus supplement, when we use the terms we, us, our or DCP, we are referring either to DCP Midstream, LP itself or to DCP Midstream, LP and its operating subsidiaries collectively, as the context requires. References to DCP Operating refer to DCP Midstream Operating, LP, a 100% owned subsidiary of DCP. References in this prospectus to our general partner refer to DCP Midstream GP, LP and/or DCP Midstream GP, LLC, the general partner of DCP Midstream GP, LP, as the context requires.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the information included in this prospectus supplement and the documents we incorporate by reference herein contain forward-looking statements. All statements that are not statements of historical facts, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You can typically identify forward-looking statements by the use of forward-looking words, such as may, could, should, intend, assume, project, believe, anticipate, expect, estimate, forecast and other similar words. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this prospectus supplement, the accompanying base prospectus and the documents we incorporate by reference herein and therein.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks and uncertainties include, but are not limited to, (i) the risks described in our Annual Report on Form 10-K for the year ended December 31, 2017 (the ***2017 10-K***), and (ii) the risks described in this prospectus supplement and the accompanying base prospectus. Some of these risks are summarized below:

- the extent of changes in commodity prices and the demand for our products and services, our ability to effectively limit a portion of the adverse impact of potential changes in commodity prices through derivative financial instruments, and the potential impact of price, and of producers access to capital on natural gas drilling, demand for our services, and the volume of NGLs and condensate extracted;

- the demand for crude oil, residue gas and NGL products;

- the level and success of drilling and quality of production volumes around our assets and our ability to connect supplies to our gathering and processing systems, as well as our residue gas and NGL infrastructure;

- the amount of natural gas we gather, compress, treat, process, transport, store and sell, or the NGLs we produce, fractionate, transport, store and sell, may be reduced if the pipelines, storage and fractionation facilities to which we deliver the natural gas or NGLs are capacity constrained and cannot, or will not, accept the natural gas or NGLs or we may be required to find alternative markets and arrangements for our natural gas and NGLs;

- volatility in the price of our common units;

- general economic, market and business conditions;

our ability to continue the safe and reliable operation of our assets;

our ability to construct and start up facilities on budget and in a timely fashion, which is partially dependent on obtaining required construction, environmental and other permits issued by federal, state and municipal governments, or agencies thereof, the availability of specialized contractors and laborers, and the price of and demand for materials;

our ability to access the debt and equity markets and the resulting cost of capital, which will depend on general market conditions, our financial and operating results, inflation rates, interest rates, our ability to comply with the covenants in our $1.4 billion unsecured revolving credit facility or other credit facilities, and the indentures governing our notes, as well as our ability to maintain our credit ratings;

the creditworthiness of our customers and the counterparties to our transactions;

the amount of collateral we may be required to post from time to time in our transactions;

industry changes, including the impact of bankruptcies, consolidations, alternative energy sources, technological advances, infrastructure constraints and changes in competition;

- our ability to grow through organic growth projects, or acquisitions, and the successful integration and future performance of such assets;

- our ability to hire, train, and retain qualified personnel and key management to execute our business strategy;

- new, additions to, and changes in, laws and regulations, particularly with regard to taxes, safety, regulatory and protection of the environment, including, but not limited to, pending Colorado ballot initiatives, climate change legislation, regulation of over-the-counter derivatives market and entities, and hydraulic fracturing regulations, or the increased regulation of our industry, and their impact on producers and customers served by our systems;

- weather, weather-related conditions and other natural phenomena, including, but not limited to, their potential impact on demand for the commodities we sell and the operation of company-owned and third party-owned infrastructure;

- security threats such as military campaigns, terrorist attacks, and cybersecurity attacks and breaches, against, or otherwise impacting, our facilities and systems; and

- our ability to obtain insurance on commercially reasonable terms, if at all, as well as the adequacy of insurance to cover our losses.

You should read these statements carefully because they discuss our expectations about our future performance, contain projections of our future operating results or our future financial condition, or state other forward-looking information. Before you invest, you should be aware that the occurrence of any of the events described in the Risk Factors section of this prospectus supplement, the accompanying base prospectus, and of the documents that are incorporated herein by reference could substantially harm our business, results of operations and financial condition. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

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GLOSSARY OF TERMS

The following is a list of certain industry terms used throughout this prospectus supplement and the accompanying base prospectus:

Bcf/d	billion cubic feet per day
Fractionation	the process by which natural gas liquids are separated into individual components
MBbls/d	thousand barrels per day
NGLs	natural gas liquids

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SUMMARY

This summary highlights information contained or incorporated by reference in this prospectus supplement and the accompanying base prospectus. It does not contain all of the information that you should consider before making an investment decision. You should carefully read this prospectus supplement, the accompanying base prospectus, and the documents and information incorporated by reference for a more complete understanding of our business and the terms of our Series C Preferred Units, as well as the material tax and other considerations that are important to you in making your investment decision. You should pay special attention to Risk Factors beginning on page S-12 of this prospectus supplement, on page 1 of the accompanying base prospectus, and in the 2017 10-K, as updated by information included in our subsequent filings with the Securities and Exchange Commission (***SEC*** *) that are incorporated by reference herein, to determine whether an investment in our Series C Preferred Units is appropriate for you. Unless otherwise specifically stated, the information presented in this prospectus supplement assumes that the underwriters have not exercised their option to purchase additional Series C Preferred Units.*

DCP Midstream, LP

We are a Delaware limited partnership formed in August 2005 by DCP Midstream, LLC to own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets. We are currently engaged in the business of gathering, compressing, treating, and processing natural gas, producing and fractionating NGLs, and recovering condensate; and transporting, trading, marketing, and storing natural gas and NGLs, fractionating NGLs, and wholesale propane logistics.

Our operations are conducted through, and our operating assets are owned by, our subsidiaries. We own our interests in our subsidiaries through our 100% ownership interest in our operating partnership, DCP Midstream Operating, LP. DCP Midstream GP, LLC is the general partner of our general partner, DCP Midstream GP, LP, and has sole responsibility for conducting our business and managing our operations.

Our Operations

Our operations are organized into two business segments: Gathering and Processing and Logistics and Marketing.

Gathering and Processing Our Gathering and Processing segment consists of a geographically diverse complement of assets and ownership interests that provide a varied array of wellhead to market services for our producer customers in Alabama, Colorado, Kansas, Louisiana, Michigan, New Mexico, Oklahoma and Texas. These services include gathering, compressing, treating, and processing natural gas, producing and fractionating NGLs, and recovering condensate.

Logistics and Marketing We market our NGLs, residue gas and condensate and provide logistics and marketing services to third-party NGL producers and sales customers in significant NGL production and market centers in the United States. These services include purchasing NGLs on behalf of third-party NGL producers for shipment on our NGL pipelines and resale in key markets and transporting, trading, marketing and storing natural gas and NGLs, fractionating NGLs and wholesale propane logistics.

Our Competitive Strengths

We are one of the largest processors of natural gas and one of the largest producers and marketers of NGLs in the United States. In 2017, our total wellhead volume was approximately 4.5 Bcf/d of natural gas and we produced an average of approximately 375 MBbls/d of NGLs. We provide natural gas gathering services to the

wellhead, and leverage our strategic footprint to extend the value chain through our integrated NGL and natural gas pipelines and marketing infrastructure. We believe our ability to provide all of these services gives us an advantage in competing for new supplies of natural gas because we can provide substantially all services to move natural gas and NGLs from wellhead to market and creates value for our customers. We believe that we are well positioned to execute our business strategies and achieve one of our primary business objectives of sustaining our cash distribution per unit because of the following competitive strengths:

Strategically Located Gas Gathering and Processing Operations. Our assets are strategically located in areas with the potential for increasing our wellhead volumes and cash flow generation. We have operations in some of the largest producing regions in the United States: Denver-Julesburg Basin (***DJ Basin***), Permian Basin, Midcontinent, and Eagle Ford. In addition, we operate one of the largest portfolios of natural gas processing plants in the United States. Our gathering systems and processing plants are connected to numerous key natural gas pipeline systems that provide producers with access to a variety of natural gas market hubs.

Integrated Logistics and Marketing Operations. We believe the strategic location of our assets coupled with their geographic diversity and our reputation for running our business reliably and effectively, presents us with continuing opportunities to provide competitive services to our customers and attract new natural gas production to our gathering and processing operations. We have connected our gathering and processing operations to key markets with NGL pipelines that we own or operate to offer our customers a competitive, integrated midstream service. We have strategically located NGL transportation pipelines that provide takeaway capabilities for our gathering and processing operations in the Permian Basin, DJ Basin, Midcontinent, East Texas, Gulf Coast, South Texas, and Central Texas. Our NGL pipelines connect to various natural gas processing plants and transport the NGLs to large fractionation facilities, a petrochemical plant, a third-party underground NGL storage facility and other markets along the Gulf Coast. Our Logistics and Marketing operations also consist of multiple downstream assets including NGL fractionation facilities, an NGL storage facility and a residue gas storage facility.

Stable Cash Flows. Our operations consist of a mix of fee-based and commodity-based services, which together with our commodity hedging program, are intended to generate relatively stable cash flows. Growth in our fee-based earnings will reduce the impact of unhedged margins. Additionally, while certain of our gathering and processing contracts subject us to commodity price risk, as of September 26, 2018 we have mitigated a portion of our currently anticipated commodity price risk associated with the equity volumes from our gathering and processing operations with fixed price commodity swaps, settling through the first quarter of 2020.

Established Relationships with Oil, Natural Gas and Petrochemical Companies. We have long-term relationships with many of our suppliers and customers, and we expect that we will continue to benefit from these relationships.

Experienced Management Team. Our senior management team and board of directors have extensive experience in the midstream industry. We believe our management team has a proven track record of enhancing value through organic growth and the acquisition, optimization and integration of midstream assets.

Affiliation with DCP Midstream, LLC and its owners. Our relationship with DCP Midstream, LLC and its owners, Phillips 66 and Enbridge Inc., should continue to provide us with significant business opportunities. Through our relationship with DCP Midstream, LLC and its owners, we believe our strong commercial relationships throughout the energy industry, including with major producers of natural gas and NGLs in the United States, will help facilitate the implementation of our strategies. DCP Midstream, LLC has a significant interest in us through its ownership of an approximately 2% general partner interest, an approximately 36% limited partner interest and all of our incentive distribution rights.

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Our Business Strategy

Our primary business objectives are to achieve sustained company profitability, a strong balance sheet and profitable growth, thereby sustaining and ultimately growing our cash distribution per unit. We intend to accomplish these objectives by prudently executing the following business strategies:

Operational Performance. We believe our operating efficiency and reliability enhance our ability to attract new natural gas supplies by enabling us to offer more competitive terms, services and service flexibility to producers. Our gathering and processing systems and logistics assets consist of high-quality, well-maintained facilities, resulting in low-cost, efficient operations. Our goal is to establish a reputation in the midstream industry as a reliable, safe and low-cost supplier of services to our customers. We will continue to pursue new contracts, cost efficiencies and operating improvements of our assets through process and technology improvements. We seek to increase the utilization of our existing facilities by providing additional services to our existing customers and by establishing relationships with new customers. In addition, we maximize efficiency by coordinating the completion of new facilities in a manner that is consistent with the expected production that supports them.

Organic Growth. We intend to use our strategic asset base in the United States and our position as one of the largest processors of natural gas, and as one of the largest producers and marketers of NGLs in the United States, as a platform for future growth. We plan to grow our business by constructing new NGL and natural gas pipeline infrastructure, expanding existing infrastructure, and constructing new gathering lines and processing facilities.

Strategic Partnerships and Acquisitions. We intend to pursue economically attractive and strategic partnership and acquisition opportunities within the midstream energy industry, both in new and existing lines of business, and areas of operation.

Principal Executive Office and Internet Address

Our principal executive office is located at 370 17th Street, Suite 2500, Denver, Colorado 80202, and our telephone number is (303) 595-3331. Our website is located at http://www.dcpmidstream.com. We make our periodic reports and other information filed with or furnished to the SEC available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

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Ownership of DCP Midstream, LP

The chart below depicts our organization and ownership structure as of the date of this prospectus supplement.

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THE OFFERING

Issuer	DCP Midstream, LP
Securities Offered	4,000,000 of our 7.95% Series C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units, liquidation preference $25.00 per Series C Preferred Unit (or 4,600,000 of our Series C Preferred Units if the underwriters exercise in full their option to purchase additional Series C Preferred Units). For a detailed description of the Series C Preferred Units, see Description of the Series C Preferred Units.
Price per Series C Preferred Unit	$25.00
Maturity	Perpetual (unless redeemed by us on or after October 15, 2023, or in connection with a Ratings Event (as defined herein) or a Change of Control Triggering Event (as defined herein)). See Early Optional Redemption upon a Ratings Event, Optional Redemption upon a Change of Control Triggering Event and Conversion Right Upon a Change of Control Triggering Event.)
Distributions	Distributions on the Series C Preferred Units will accrue and be cumulative from the date that the Series C Preferred Units are originally issued, and will be payable on each Distribution Payment Date (as defined herein) when, as and if declared by the board of directors of DCP Midstream GP, LLC, which is the general partner of our general partner, DCP Midstream GP, LP, out of legally available funds for such purpose.
Distribution Payment Dates and Record Dates	Distributions will be payable quarterly on the 15th day of January, April, July and October, in each case to holders of record as of the close of business on the first Business Day (as defined herein) of the month of the applicable Distribution Payment Date. The pro-rated initial distribution on the Series C Preferred Units offered hereby will be payable on January 15, 2019 in an amount equal to approximately $0.5576 per Series C Preferred Unit. If any Distribution Payment Date falls on a day that is not a Business Day, declared distributions will be paid on the immediately succeeding Business Day without the accumulation of additional distributions.
Distribution Rate	The initial distribution rate for the Series C Preferred Units from and including the date of original issue to, but not including, October 15,

2023 will be 7.95% per annum of the $25.00 liquidation preference per unit (equal to $1.9875 per unit per annum). On and after October 15, 2023, distributions on the Series C Preferred Units will accumulate at a percentage of the $25.00 liquidation preference equal to an annual floating rate of the three-month LIBOR plus a spread of 4.882%.

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LIBOR for each distribution period during the Floating Rate Period will be the London interbank offered rate for deposits in U.S. dollars having an index maturity of three months in amounts of at least $1,000,000, as that rate appears on Reuters screen page LIBOR01, or any successor page, at approximately 11:00 a.m., London time, on the relevant determination date, except in the circumstances described under Description of the Series C Preferred Units Distributions Distribution Rate.

Ranking

The Series C Preferred Units will represent perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date.

The Series C Preferred Units will rank:

- senior to our common units, the incentive distribution rights (the ***IDRs***) and to each other class or series of limited partner interests or other equity securities established after the original issue date of the Series C Preferred Units that is not expressly made senior to or on parity with the Series C Preferred Units as to the payment of distributions and amounts payable upon a liquidation event (the ***Junior Securities***);

- on parity with our Series A Preferred Units, our Series B Preferred Units and any class or series of limited partner interests or other equity securities established after the original issue date of the Series C Preferred Units with terms expressly providing that such class or series ranks on parity with the Series C Preferred Units as to the payment of distributions and amounts payable upon a liquidation event (the ***Parity Securities***);

- junior to each other class or series of limited partner interests or equity securities established after the original issue date of the Series C Preferred Units with terms expressly made senior to the Series C Preferred Units as to the payment of distributions and amounts payable upon a liquidation event (the ***Senior Securities***); and

- junior to all of our existing and future indebtedness and other liabilities with respect to assets available to satisfy claims against us.

	Parity Securities with respect to the Series C Preferred Units may include classes of our securities that have different distribution rates, mechanics, periods, payment dates and record dates than the Series C Preferred Units.
Restrictions on Distributions	No distribution may be declared or paid or set apart for payment on any Junior Securities (other than a distribution payable solely in Junior Securities) unless full cumulative distributions have been or contemporaneously are being paid or provided for on all outstanding Series C Preferred Units and any Parity Securities through the most

	recent respective distribution payment dates. To the extent a distribution period applicable to a class of Junior Securities or Parity Securities is shorter than the distribution period applicable to the Series C Preferred Units (e.g., monthly rather than quarterly), the general partner may declare and pay regular distributions with respect to such Junior Securities or Parity Securities so long as, at the time of declaration of such distribution, the general partner expects to have sufficient funds to pay the full distribution in respect of the Series C Preferred Units on the next successive Distribution Payment Date.
Early Optional Redemption Upon a Ratings Event	At any time prior to October 15, 2023, within 120 days after the conclusion of any review or appeal process instituted by us following the occurrence of a Ratings Event (as defined below), we may, at our option, redeem the Series C Preferred Units in whole, but not in part, at a redemption price in cash per Series C Preferred Unit equal to $25.50 (102% of the liquidation preference of $25.00), plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date fixed for redemption, whether or not declared. Any such redemption would be effected only out of funds legally available for such purpose and will be subject to compliance with the provisions of our outstanding indebtedness.
	Ratings Event means a change by any nationally recognized statistical rating organization (within the meaning of Section 3(a)(62) of the Securities Exchange Act of 1934, as amended (the ***Exchange Act***)) that publishes a rating for us (a ***rating agency***) to its equity credit criteria for securities such as the Series C Preferred Units, as such criteria are in effect as of the original issue date of the Series C Preferred Units (the ***current criteria***), which change results in (i) any shortening of the length of time for which the current criteria are scheduled to be in effect with respect to the Series C Preferred Units, or (ii) a lower Equity Credit being given to the Series C Preferred Units than the Equity Credit that would have been assigned to the Series C Preferred Units by such rating agency pursuant to its current criteria.
	Equity Credit for the purposes of the Series C Preferred Units means the dollar amount or percentage in relation to the stated liquidation preference amount of $25.00 per Series C Preferred Unit assigned to the Series C Preferred Units as equity, rather than debt, by a rating agency in evaluating the capital structure of an entity.
Optional Redemption on or After October 15, 2023	At any time on or after October 15, 2023, we may redeem, in whole or in part, the Series C Preferred Units at a redemption price of $25.00 per Series C Preferred Unit, plus an amount equal to all accumulated and

unpaid distributions thereon to, but not including, the date of redemption, whether or not declared. We must provide not less than 30 days and not more than 60 days written notice of any such redemption. Any such redemption would be effected only out of funds legally available for such purpose and will be subject to compliance with the provisions of our outstanding indebtedness.

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Optional Redemption Upon a Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event (as defined below), we may, at our option, redeem the Series C Preferred Units, in whole or in part, within 120 days after the first date on which such Change of Control Triggering Event occurred, by paying $25.00 per Series C Preferred Unit, plus all accumulated and unpaid distributions to, but not including, the redemption date, whether or not declared. If, prior to the Change of Control Conversion Date, we exercise our redemption rights relating to the Series C Preferred Units, holders of the Series C Preferred Units that we have elected to redeem will not have the conversion right described under Description of the Series C Preferred Units Conversion Right Upon a Change of Control Triggering Event. Any cash payment to holders of Series C Preferred Units will be subject to the limitations contained in our revolving credit facility and in any other agreements governing our indebtedness.

Change of Control means the occurrence of either of the following after the original issue date of the Series C Preferred Units:

- the direct or indirect sale, lease, transfer, conveyance or other disposition (other than by way of merger, consolidation or business combination), in one or a series of related transactions, of all or substantially all of the properties or assets of us and our subsidiaries taken as a whole to any person (as that term is used in Section 13(d)(3) of the Exchange Act); or

- the consummation of any transaction (including, without limitation, any merger, consolidation or business combination), the result of which is that any person (as defined above), other than us, our general partner, DCP Midstream, LLC and Phillips 66 and Enbridge Inc. and their respective subsidiaries, becomes the beneficial owner, directly or indirectly, of more than 50% of the voting interests of us, our general partner or DCP Midstream, LLC, measured by voting power rather than percentage of interests.

Change of Control Triggering Event means the occurrence of a Change of Control that is accompanied or followed by either a downgrade by one or more gradations (including both gradations within ratings categories and between ratings categories) or withdrawal of the rating of the Series C Preferred Units within the Ratings Decline Period (in any combination) by all three Named Rating Agencies, as a result of which the rating of the Series C Preferred Units on any day during the Ratings Decline Period is below the rating by all three Named Rating Agencies in effect immediately preceding the first public announcement of the Change of Control (or occurrence thereof if such Change of Control occurs prior to public announcement).

Ratings Decline Period means the period that (i) begins on the occurrence of a Change of Control and (ii) ends 60 days following consummation of such Change of Control.

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Conversion; Exchange and Preemptive Rights	Except as described under Conversion Right Upon a Change of Control Triggering Event, the Series C Preferred Units will not be subject to preemptive rights or be convertible into or exchangeable for any other securities or property at the option of the holder.
Conversion Right Upon a Change of Control Triggering Event	Upon the occurrence of a Change of Control Triggering Event, each holder of Series C Preferred Units will have the right (unless we have provided notice of our election to redeem the Series C Preferred Units) to convert some or all of the Series C Preferred Units held by such holder on the Change of Control Conversion Date into a number of our common units per Series C Preferred Unit to be converted equal to the lesser of: the quotient obtained by dividing (i) the sum of the $25.00 liquidation preference plus the amount of any accumulated and unpaid distributions to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series C Preferred Unit distribution payment and prior to the corresponding Series C Preferred Unit distribution payment, in which case no additional amount for such accumulated and unpaid distribution will be included in this sum) by (ii) the Common Unit Price, and 1.2225, which is the quotient obtained by dividing (i) the $25.00 liquidation preference by (ii) one-half of the closing price of our common units on the NYSE on October 1, 2018, which was the trading day immediately preceding the date of this prospectus supplement, subject, in each case, to certain adjustments and provisions for (i) the receipt of Alternative Conversion Consideration and (ii) splits, combinations and distributions in the form of equity issuances. For definitions of Alternative Conversion Consideration, Change of Control Conversion Date, and Common Unit Price, and the restrictions on cash payments under a Change of Control Triggering Event hereunder, see Description of the Series C Preferred Units Change of Control.
Voting Rights	Holders of the Series C Preferred Units generally will have no voting rights.

In connection with the closing of this offering of Series C Preferred Units we expect to enter into our Fourth Amended and Restated Agreement of Limited Partnership (as amended, the ***Partnership Agreement***) to, among other things, reflect the issuance of the Series C Preferred Units.

Unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series C Preferred Units, voting as a separate class, we may not adopt any amendment to

	the Partnership Agreement that would have a material adverse effect on the terms of the Series C Preferred Units.
	In addition, unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series C Preferred Units, voting as a class together with holders of any other Parity Securities upon which like voting rights have been conferred and are exercisable, we may not (i) create or issue any Parity Securities if the cumulative distributions on Series C Preferred Units or any Parity Securities are in arrears; (ii) create or issue any Senior Securities; or (iii) make distributions to our common unitholders out of capital surplus.
Fixed Liquidation Preference	In the event of any liquidation, dissolution or winding up of our affairs, whether voluntary or involuntary, holders of the Series C Preferred Units will generally, subject to the discussion under Description of the Series C Preferred Units Liquidation Rights, have the right to receive the liquidation preference of $25.00 per Series C Preferred Unit plus an amount equal to all accumulated and unpaid distributions thereon to the date of payment, whether or not declared. A consolidation or merger of us with or into any other entity, individually or in a series of transactions, will not be deemed a liquidation, dissolution or winding up of our affairs.
Sinking Fund	The Series C Preferred Units will not be subject to any sinking fund requirements.
No Fiduciary Duties	DCP, DCP Midstream GP, LP, our general partner, and DCP Midstream GP, LLC, which is the general partner of our general partner, and the officers and directors of the foregoing entities, will not owe any fiduciary duties to the holders of Series C Preferred Units.
Use of Proceeds	We estimate that the net proceeds from this offering (after deducting the underwriting discount and estimated offering expenses), will be approximately $96.1 million ($110.6 million if the underwriters exercise in full their option to purchase 600,000 additional Series C Preferred Units).
	We intend to use the net proceeds from this offering of Series C Preferred Units for general partnership purposes, including funding capital expenditures and the repayment of indebtedness under our revolving credit facility. We may temporarily invest the net proceeds in short-term marketable securities until they are used for their stated purpose. See Use of Proceeds.

Affiliates of certain of the underwriters are lenders under our revolving credit facility. To the extent we use proceeds from this offering to repay indebtedness under our revolving credit facility, such affiliates may receive a portion of the net proceeds of this offering. See Underwriting.

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Material U.S. Federal Income Tax Consequences	For a discussion of material U.S. federal income tax considerations that may be relevant to prospective holders of Series C Preferred Units who are individual citizens or residents of the United States, see Material U.S. Federal Income Tax Consequences in this prospectus supplement and Material U.S. Federal Income Tax Consequences in the accompanying base prospectus.
Form	The Series C Preferred Units will be issued and maintained in book-entry form registered in the name of The Depository Trust Company or its nominee, except under limited circumstances. See Description of the Series C Preferred Units Book-Entry System.
Listing	We intend to file an application to list the Series C Preferred Units on the NYSE. If the application is approved, trading of the Series C Preferred Units on the NYSE is expected to begin within 30 days after the original issue date of the Series C Preferred Units. The underwriters have advised us that they intend to make a market in the Series C Preferred Units prior to commencement of any trading on the NYSE. However, the underwriters will have no obligation to do so, and no assurance can be given that a market for the Series C Preferred Units will develop prior to commencement of trading on the NYSE or, if developed, will be maintained.
Risk Factors	Investing in our Series C Preferred Units involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement and page 1 of the accompanying base prospectus and in the documents incorporated by reference in this prospectus supplement and the accompanying base prospectus, as well as other cautionary statements in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference herein and therein regarding risks you should consider before investing in our Series C Preferred Units.

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RISK FACTORS

An investment in our Series C Preferred Units involves a high degree of risk. Before you invest in our securities, you should carefully consider those risk factors set forth below and those included in the 2017 10-K, which are incorporated herein by reference, together with all of the other information included in this prospectus supplement, in evaluating an investment in our Series C Preferred Units.

If any of the risks discussed below or in the foregoing documents were actually to occur, our business, financial condition, results of operations or cash flow could be materially adversely affected. In that case, the trading price of the Series C Preferred Units could decline, and you could lose all or part of your investment.

Risks Related to the Series C Preferred Units

The Series C Preferred Units represent perpetual equity interests in us, and investors should not expect us to redeem the Series C Preferred Units on the date the Series C Preferred Units become redeemable by us or on any particular date afterwards.

The Series C Preferred Units will represent perpetual equity interests in us, and they will have no maturity or mandatory redemption date and will not be redeemable at the option of investors under any circumstances. As a result, unlike our indebtedness, the Series C Preferred Units will not give rise to a claim for payment of a principal amount at a particular date. Instead, the Series C Preferred Units may be redeemed by us at our option (i) following the occurrence of a Ratings Event in whole but not in part, out of funds legally available for such redemption, at a redemption price in cash of $25.50 per Series C Preferred Unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, whether or not declared or (ii) in the event of a Change of Control, or (iii) at any time on or after October 15, 2023, in whole or in part, out of funds legally available for such redemption, at a redemption price in cash of $25.00 per Series C Preferred Unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, whether or not declared. Any decision we may make at any time to redeem the Series C Preferred Units will depend upon, among other things, our evaluation of our capital position, the terms of the Change of Control and general market conditions at that time.

As a result, holders of the Series C Preferred Units may be required to bear the financial risks of an investment in the Series C Preferred Units for an indefinite period of time. Moreover, the conversion rights of holders of the Series C Preferred Units will be limited and will not apply in the case of every transaction that may adversely affect the holders of the Series C Preferred Units. The Series C Preferred Units will rank junior to all of our current and future indebtedness. The Series C Preferred Units will also rank junior to any other Senior Securities we may issue in the future with respect to assets available to satisfy claims against us.

We distribute all of our available cash to our common unitholders and are not required to accumulate cash for the purpose of meeting our future obligations to holders of the Series C Preferred Units, which may limit the cash available to make distributions on the Series C Preferred Units.

Upon the closing of this offering, our Partnership Agreement will require us to distribute all of our Available Cash each quarter to our common unitholders. Upon the closing of this offering, Available Cash will be generally defined in our Partnership Agreement to mean, for each fiscal quarter, all cash and cash equivalents on the date of determination of available cash for that quarter, less the amount of any cash reserves established by our general partner to:

provide for the proper conduct of our business, including reserves for future capital expenditures and anticipated credit needs;

comply with applicable law or any debt instrument or other agreement or obligation;