

**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): May 11, 2021**

**NOBLE MIDSTREAM PARTNERS LP**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37640**  
(Commission  
File Number)

**47-3011449**  
(IRS Employer  
Identification No.)

**1001 Noble Energy Way**  
**Houston, Texas 77070**  
(Address of principal executive offices)  
(Zip code)

**Registrant's telephone number, including area code:**  
**(281) 872-3100**

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 (see General Instruction A.2. below):

- 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	Name of each exchange on which registered
<b>Common Units representing limited partner interests</b>	<b>NBLX</b>	<b>The Nasdaq Stock Market LLC</b>

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 2.01 Completion of Acquisition or Disposition of Assets.**

On May 11, 2021, pursuant to the terms of the previously disclosed Agreement and Plan of Merger (the “Merger Agreement”) by and among Noble Midstream Partners LP, a Delaware limited partnership (the “Partnership”), Noble Midstream GP LLC, a Delaware limited liability company and the general partner of the Partnership (the “General Partner”), Chevron Corporation, a Delaware corporation (“Chevron”), Cadmium Holdings Inc., a Delaware corporation and a wholly-owned subsidiary of Chevron (“Holdings”), and Cadmium Merger Sub LLC, a Delaware limited liability company and a wholly-owned subsidiary of Holdings (“Merger Sub”), Merger Sub merged with and into the Partnership (the “Surviving Entity”, and all such transactions described herein, the “Merger”). At the effective time of the Merger (the “Effective Time”), the Partnership became an indirect, wholly-owned subsidiary of Chevron.

Pursuant to the terms and conditions of the Merger Agreement, at the Effective Time, each outstanding common unit representing a limited partner interest in the Partnership (each, a “Partnership Common Unit”), other than Partnership Common Units owned by Chevron and its subsidiaries (each, a “Public Common Unit”), converted into the right to receive 0.1393 of a share of common stock, par value \$0.75 per share, of Chevron (the “Chevron Common Stock” and the shares of Chevron Common Stock issued in the Merger, the “Merger Consideration”). The General Partner’s non-economic general partner interest in the Partnership remained outstanding, and the General Partner continued as the sole general partner of the Surviving Entity.

Pursuant to the Merger Agreement, Chevron issued approximately 4.7 million shares of Chevron Common Stock to the holders of Partnership Common Units as Merger Consideration, as described above.

The Merger Agreement is filed as Exhibit 2.1 to the Partnership’s Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on March 5, 2021, which agreement is incorporated herein by reference. The foregoing summary of the Merger Agreement has been included to provide investors and security holders with information regarding the terms of the Merger Agreement and is qualified in its entirety by the terms and conditions of the Merger Agreement. It is not intended to provide any other factual information about the Partnership, Chevron or their respective subsidiaries and affiliates.

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

The information set forth under Item 2.01 is incorporated into this Item 3.01 by reference.

In connection with the closing of the Merger, the Partnership notified the Nasdaq Stock Market (“Nasdaq”) that (i) the Merger had been consummated and (ii) requested that Nasdaq (x) suspend trading of the Partnership Common Units prior to market open on May 11, 2021, (y) withdraw the Partnership Common Units from listing on Nasdaq and (z) file with the SEC a Form 25 notification of Removal from Listing and/or Registration to delist and deregister the Partnership Common Units under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Partnership intends to file a certification on Form 15 under the Exchange Act with the SEC requesting the deregistration of the Partnership Common Units under Section 12(g) of the Exchange Act and the suspension of the Partnership’s reporting obligations under Sections 13 and 15(d) of the Exchange Act.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth under Item 2.01 and Item 3.01 above and Item 5.02 below is incorporated into this Item 3.03 by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The information set forth in Item 2.01 above is incorporated into this Item 5.02 by reference.

In connection with the consummation of the Merger, as of the Effective Time, Andrew E. Viens, Hallie A. Vanderhider and Martin Salinas, Jr. stepped down from their respective roles as members of the Board of Directors of the General Partner (the “GP Board”). The decision of each of Mr. Viens, Ms. Vanderhider and Mr. Salinas to step down as a member of the GP Board was not the result of any disagreement with the General Partner or the Partnership on any matter relating to the operations, policies or practices of the General Partner or the Partnership.

As previously disclosed on the Partnership’s Form 8-K filed with the SEC on May 10, 2021, in connection with the consummation of the Merger, Thomas W. Christensen shall cease to serve as the Senior Vice President, Chief Financial Officer and Chief Accounting Officer of the General Partner effective June 4, 2021. The Board of Directors of the General Partner is appreciative of Mr. Christensen’s service to the General Partner and the Partnership, and Mr. Christensen’s departure is not the result of any disagreement on any matter, including in relation to the General Partner or the Partnership.

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**Item 7.01 Regulation FD Disclosure.**

The Partnership and Chevron issued a joint press release on May 11, 2021 announcing, among other things, the closing of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information set forth in this Item 7.01 and the attached Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
2.1*	<a href="#"><u>Agreement and Plan of Merger, dated as of March 4, 2021, by and among Chevron Corporation, Cadmium Holdings Inc., Cadmium Merger Sub LLC, Noble Midstream GP LLC and Noble Midstream Partners LP (filed as Exhibit 2.1 to the Registrant’s Current Report on Form 8-K (Date of Event: March 4, 2021) filed March 5, 2021 and incorporated herein by reference).</u></a>
99.1	<a href="#"><u>Press Release dated May 11, 2021.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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\* The schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K and will be provided to the Securities and Exchange Commission upon request.

**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.

Noble Midstream Partners LP

By: Noble Midstream GP LLC, its general partner

By: /s/ Aaron G. Carlson

Name: Aaron G. Carlson

Title: Senior Vice President, General Counsel and  
Corporate Secretary

Dated: May 11, 2021



**joint news release**

**MAY 11, 2021**

**Chevron and Noble Midstream Partners LP Complete Merger Transaction**

**SAN RAMON, Calif., May 11, 2021** – Chevron Corporation (NYSE: CVX) (“**Chevron**”) and Noble Midstream Partners LP (NASDAQ: NBLX) (“**Noble Midstream**”) announced today that the companies have completed the previously announced acquisition, which resulted in Noble Midstream becoming an indirect, wholly-owned subsidiary of Chevron.

Effective with the opening of markets today, Noble Midstream’s common units will no longer be listed on the Nasdaq Global Select Market, and it will cease to be a publicly traded company.

“We are pleased to fully integrate Noble Midstream’s people, operations, and unitholders into Chevron,” said Colin Parfitt, Vice President of Chevron Midstream. “By combining our businesses, the acquisition streamlines governance and strengthens our leading positions in the DJ and Permian basins.”

**About Chevron**

Chevron is one of the world’s leading integrated energy companies. We believe affordable, reliable and ever-cleaner energy is essential to achieving a more prosperous and sustainable world. Chevron produces crude oil and natural gas; manufactures transportation fuels, lubricants, petrochemicals and additives; and develops technologies that enhance our business and the industry. To advance a lower-carbon future, we are focused on cost efficiently lowering our carbon intensity, increasing renewables and offsets in support of our business, and investing in low-carbon technologies that enable commercial solutions. More information about Chevron is available at [www.chevron.com](http://www.chevron.com).

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*As used in this news release, the term “Chevron” and such terms as “the company,” “the corporation,” “our,” “we,” “us” and “its” may refer to Chevron Corporation, one or more of its consolidated subsidiaries, or to all of them taken as a whole. All of these terms are used for convenience only and are not intended as a precise description of any of the separate companies, each of which manages its own affairs.*

Please visit Chevron's website and Investor Relations page at [www.chevron.com](http://www.chevron.com) and [www.chevron.com/investors](http://www.chevron.com/investors), LinkedIn: [www.linkedin.com/company/chevron](https://www.linkedin.com/company/chevron), Twitter: @Chevron, Facebook: [www.facebook.com/chevron](http://www.facebook.com/chevron), and Instagram: [www.instagram.com/chevron](http://www.instagram.com/chevron), where Chevron often discloses important information about the company, its business, and its results of operations.

## **CAUTIONARY STATEMENTS RELEVANT TO FORWARD-LOOKING INFORMATION FOR THE PURPOSE OF "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

*This news release contains forward-looking statements relating to Chevron's and Noble Midstream's operations that are based on their respective management's current expectations, estimates and projections about the petroleum, chemicals and other energy-related industries. Words or phrases such as "anticipates," "expects," "intends," "plans," "targets," "advances," "commits," "forecasts," "projects," "believes," "seeks," "schedules," "estimates," "positions," "pursues," "may," "could," "should," "will," "budgets," "outlook," "trends," "guidance," "focus," "on track," "goals," "objectives," "strategies," "opportunities," "poised," "potential" and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, many of which are beyond the company's control and are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. The reader should not place undue reliance on these forward-looking statements, which speak only as of the date of this news release. Unless legally required, neither Chevron nor Noble Midstream undertake any obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.*

*Among the important factors that could cause actual results to differ materially from those in the forward-looking statements are: statements regarding the expected benefits of the transaction to Chevron and its shareholders; changing crude oil and natural gas prices and demand for our products, and production curtailments due to market conditions; crude oil production quotas or other actions that might be imposed by the Organization of Petroleum Exporting Countries and other producing countries; public health crises, such as pandemics (including coronavirus (COVID-19)) and epidemics, and any related government policies and actions; changing economic, regulatory and political environments in the various countries in which the company operates; general domestic and international economic and political conditions; changing refining, marketing and chemicals margins; the company's ability to realize anticipated cost savings, expenditure reductions and efficiencies associated with enterprise transformation initiatives; actions of competitors or regulators; timing of exploration expenses; timing of crude oil liftings; the competitiveness of alternate-energy sources or product substitutes; technological developments; the results of operations and financial condition of the company's suppliers, vendors, partners and equity affiliates, particularly during extended periods of low prices for crude oil and natural gas during the COVID-19 pandemic; the inability or failure of the company's joint-venture partners to fund their share of operations and development activities; the potential failure to achieve expected net production from existing and future crude oil and natural gas development projects; potential delays in the development, construction or start-up of planned projects; the potential disruption or interruption of the company's operations due to war, accidents, political events, civil unrest, severe weather, cyber threats, terrorist acts, or other natural or human causes beyond the company's control; the potential liability for remedial actions or assessments under existing or future environmental regulations and litigation; significant operational, investment or product changes required by existing or future environmental statutes and regulations, including international agreements and national or regional legislation and regulatory measures to limit or reduce greenhouse gas emissions; the potential liability resulting from pending or future litigation; the company's ability to achieve the anticipated benefits from the acquisition of Noble Energy, Inc.; the company's future acquisitions or dispositions of assets or shares or the delay or failure of such transactions to close based on required closing conditions; the potential for gains and losses from asset dispositions or impairments; government mandated sales, divestitures, recapitalizations, industry-specific taxes, tariffs, sanctions, changes in fiscal terms or restrictions on scope of company operations; foreign currency movements compared with the U.S. dollar; material reductions in corporate liquidity and access to debt markets; the receipt of required board authorizations to pay future dividends; the effects of changed accounting rules under generally accepted accounting principles promulgated by*

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*rule-setting bodies; Chevron's ability to identify and mitigate the risks and hazards inherent in operating in the global energy industry; and the factors set forth under the heading "Risk Factors" on pages 18 through 23 of the company's 2020 Annual Report on Form 10-K and in other subsequent filings with the U.S. Securities and Exchange Commission. Other unpredictable or unknown factors not discussed in this news release could also have material adverse effects on forward-looking statements.*