

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Rose Rock Midstream, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

45-2934823
(I.R.S. Employer Identification No.)

**Two Warren Place
6120 S. Yale Avenue, Suite 700
Tulsa, Oklahoma 74136-4216**
(address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Units Representing Limited Partner Interests

The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities act registration statement file number to which this form relates: 333-176260

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

A description of the common units representing limited partner interests in Rose Rock Midstream, L.P. (the "Registrant") is set forth under the captions "Summary—The Offering," "Our Cash Distribution Policy and Restrictions on Distributions," "Provisions of our Partnership Agreement Relating to Cash Distributions," "Description of the Common Units," "The Partnership Agreement," "Units Eligible for Future Sale" and "Material Federal Income Tax Consequences" in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-176260), initially filed with the Securities and Exchange Commission on August 12, 2011 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

<u>Exhibit No.</u>	<u>Description</u>
1.	Registrant's Form S-1 Registration Statement, as amended (Registration No. 333-176260), initially filed with the Securities and Exchange Commission on August 12, 2011 (incorporated herein by reference).
2.	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-176260), initially filed with the Securities and Exchange Commission on August 12, 2011).
3.	Form of Second Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-176260), initially filed with the Securities and Exchange Commission on August 12, 2011).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: December 5, 2011

ROSE ROCK MIDSTREAM, L.P.

By: Rose Rock Midstream GP, LLC,
its general partner

By: /s/ Candice L. Cheeseman

Name: Candice L. Cheeseman

Title: General Counsel and Secretary

INDEX TO EXHIBITS

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