

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)\*

**Rose Rock Midstream, L.P.**

(Name of Issuer)

Common Units  
Representing Limited Partner Interests  
(Title of Class of Securities)

777149105  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 777149105

1. Names of Reporting Persons, I.R.S. Identification Nos.  
of above persons (entities only):

Salient Capital Advisors, LLC: 27-2587653

2. Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization of each

Reporting Person: Texas, U.S.A.

Number of  
Shares Bene-  
ficially

5. Sole Voting Power: 1,923,749

- Owned by Each Reporting Person With:
6. Shared Voting Power: 0
  7. Sole Dispositive Power: 1,923,749
  8. Shared Dispositive Power: 0
  9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,923,749
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9): 9.35%
  12. Type of Reporting Person (See Instructions)

IA

ITEM 1.

- (a) Name of Issuer: Rose Rock Midstream, L.P.
- (b) Address of issuer's Principal Executive Offices  
Two Warren Place  
6120 S. Yale Avenue, Suite 700  
Tulsa, OK 74136-4216

ITEM 2.

- (a) Name of Person Filing  
Salient Capital Advisors, LLC
- (b) Address of Principal Business Office or, if none, Residence  
4265 San Felipe, 8th Floor  
Houston, Texas 77027
- (c) Citizenship of each Reporting Person:  
Texas, U.S.A.
- (d) Title of Class of Securities  
Common Units Representing Limited Partner Interests
- (e) CUSIP Number 777149105

ITEM 3. If this statement is filed pursuant to Sec. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) x An investment adviser in accordance with Sec. 240.13d-1 (b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Sec. 140.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Sec. 240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with Sec. 240.13d-1(b)1(ii)(J).

ITEM 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,923,749
- (b) Percent of class: 9.35%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
1,923,749
  - (ii) Shared power to vote or to direct the vote:  
0
  - (iii) Sole power to dispose or to direct the disposition  
of: 1,923,749
  - (iv) Shared power to dispose or to direct the disposition  
of: 0

Instruction. For computations regarding securities which represent a right to acquire an underlying security see Sec. 204.13d-3(d)(1).

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Instruction: Dissolution of a group requires a response to this item.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

ITEM 8. Identification and Classification of Members of the Group

Not Applicable.

ITEM 9. Notice of Dissolution of Group

Not Applicable.

ITEM 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Salient Capital Advisors, LLC  
Date: January 23, 2015

By: /s/ Paul A. Bachtold

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Paul A. Bachtold  
Chief Compliance Officer