

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ROSE ROCK MIDSTREAM, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction 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
(918) 524-8100

(Address of principal executive offices, including zip code)

ROSE ROCK MIDSTREAM EQUITY INCENTIVE PLAN
(Full title of the plan)

Candice L. Cheeseman
General Counsel
Two Warren Place
6120 S. Yale Avenue, Suite 700
Tulsa, Oklahoma 74136-4216
(Name and address of agent for service)

(918) 524-8100

(Telephone number, including area code, of agent for service)

Copies to:

G. Michael O'Leary
William J. Cooper
Andrews Kurth LLP
600 Travis Street, Suite 4200
Houston, Texas 77002
(713) 220-4200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common units representing limited partner interests	840,000 units	\$20.60(2)	\$17,304,000(2)	\$1,984

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional common units as may become issuable pursuant to the adjustment provisions of the Rose Rock Midstream Equity Incentive

Plan.

- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The price for the 840,000 common units being registered hereby is based on a price of \$20.60, which is the average of the high and low trading prices per common unit of Rose Rock Midstream, L.P. as reported by the New York Stock Exchange on January 4, 2012.
-
-

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Rose Rock Midstream GP, LLC (the “General Partner”) will provide all participants in the Rose Rock Midstream Equity Incentive Plan with the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the note to Part I of Form S-8 and Rule 428 of the Securities Act, Rose Rock Midstream, L.P. (the “Registrant”) has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this registration statement on Form S-8 (this “Registration Statement”) pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) The Registrant’s prospectus filed pursuant to Rule 424(b) under the Securities Act on December 9, 2011, relating to the Registrant’s Registration Statement on Form S-1 (File No. 333-176260).
- (b) The Registrant’s current reports on Form 8-K (File No. 001-35365) filed with the Commission on December 14, 2011 and December 20, 2011.
- (c) The description of the Registrant’s common units representing limited partner interests contained in the Registrant’s registration statement on Form 8-A (File No. 001-35365) filed with the Commission on December 6, 2011 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities .

Not Applicable.

Item 5. Interests of Named Experts and Counsel .

Not Applicable.

Item 6. Indemnification of Directors and Officers .

Section 7.7 of the Registrant’s Second Amended and Restated Agreement of Limited Partnership (the “Partnership Agreement”) provides that the Registrant will indemnify and hold harmless the following persons (each, an “Indemnitee”), in most circumstances, to the fullest extent permitted by law, from and against all losses,

claims, damages, liabilities, joint or several, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts arising from any and all threatened, pending or completed claims, demands, actions, suits or proceedings, whether civil, criminal, administrative or investigative, and whether formal or informal and including appeals:

- the General Partner;
- any departing general partner;
- any person who is or was an affiliate of the General Partner or any departing general partner;
- any person who is or was a manager, managing member, general partner, director, officer, fiduciary or trustee of the Registrant, its subsidiaries, the General Partner, any departing general partner or any of their affiliates;
- any person who is or was serving at the request of the General Partner, any departing general partner or any of their respective affiliates as an officer, director, manager, managing member, general partner, employee, agent, fiduciary or trustee of another person;
- any person who controls the General Partner or any departing general partner; and
- any person designated by the General Partner as an indemnitee for purposes of the Partnership Agreement because such person's service, status or relationship exposes such person to potential claims, demands, actions, suits or proceedings relating to the business and affairs of the Registrant and its subsidiaries treated as a single consolidated entity.

Any indemnification described above will be made only out of the Registrant's assets. The General Partner will not be personally liable for such indemnification and will have no obligation to contribute or loan any monies or property to the Registrant to enable the Registrant to effectuate such indemnification.

To the fullest extent permitted by law, expenses (including legal fees and expenses) incurred by an Indemnitee in appearing at, participating in or defending or preparing to defend against any claim, demand, action, suit or proceeding will, from time to time, be advanced by the Registrant, subject to certain conditions. The Registrant may purchase and maintain (or reimburse the General Partner and its affiliates for the cost of) insurance, on behalf of the General Partner, its affiliates, the Indemnitees and such other persons as the General Partner determines, covering liabilities that may be asserted against and expenses that may be incurred by such persons for the Registrant's activities or such person's activities on behalf of the Registrant, regardless of whether the Registrant would have the power to indemnify such person against liabilities under the Partnership Agreement. The General Partner has purchased director and officer liability insurance for the benefit of its directors and officers.

Section 8(b) of the underwriting agreement entered into in connection with the sale of the common units offered pursuant to the Registrant's registration statement on Form S-1 (File No. 333-176260) provides for the indemnification of the Registrant, the General Partner's officers and directors, and any person who controls the Registrant by the underwriters in certain circumstances, including indemnification for liabilities under the Securities Act.

Subject to any terms, conditions, or restrictions set forth in the Partnership Agreement, Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other persons from and against all claims and demands whatsoever.

Item 7. Exemption from Registration Claimed .

Not Applicable.

Item 8. Exhibits .

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Certificate of Limited Partnership of Rose Rock Midstream, L.P. (incorporated by reference to Exhibit 3.1 to Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on August 12, 2011).
4.2	Certificate of Formation of Rose Rock Midstream GP, LLC (incorporated by reference to Exhibit 3.4 to Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on August 12, 2011).
4.3	Second Amended and Restated Agreement of Limited Partnership of Rose Rock Midstream, L.P. (incorporated by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K (File No. 001-35365), filed with the Commission on December 20, 2011).
4.4	First Amended and Restated Limited Liability Company Agreement of Rose Rock Midstream GP, LLC (incorporated by reference to Exhibit 3.2 to the Registrant's current report on Form 8-K (File No. 001-35365), filed with the Commission on December 20, 2011).
4.5#	Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K (File No. 001-35365), filed with the Commission on December 14, 2011).
4.6#	Form of Restricted Unit Award Agreement (Employees) under the Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.3.1 to the Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on November 18, 2011).
4.7#	Form of Restricted Unit Award Agreement (Directors) under the Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.3.2 to the Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on November 18, 2011).
4.8#	Form of Phantom Unit Award Agreement under the Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.3.3 to the Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on November 18, 2011).
5.1*	Opinion of Andrews Kurth LLP as to the legality of securities being registered.
23.1*	Consent of BDO USA, LLP.
23.2*	Consent of Andrews Kurth LLP (contained in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of this Registration Statement).

* Filed herewith

Compensatory plan, contract or arrangement

Item 9. Undertakings .

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, the State of Oklahoma, on January 6, 2012.

ROSE ROCK MIDSTREAM, L.P.

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

By: /s/ Robert N. Fitzgerald
Name: Robert N. Fitzgerald
Title: *Senior Vice President and Chief Financial Officer*

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Norman J. Szydlowski, Robert N. Fitzgerald and Candice L. Cheeseman, and each of them, severally, any of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre- and post-effective amendments) to this Registration Statement on Form S-8 and any additional registration statement pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Norman J. Szydlowski</u> Norman J. Szydlowski	Chief Executive Officer and President and Director (Principal Executive Officer)	January 6, 2012
<u>/s/ Peter L. Schwiering</u> Peter L. Schwiering	Chief Operating Officer and Director	January 6, 2012
<u>/s/ Robert N. Fitzgerald</u> Robert N. Fitzgerald	Senior Vice President, Chief Financial Officer and Director (Principal Financial Officer)	January 6, 2012
<u>/s/ Timothy O'Sullivan</u> Timothy O'Sullivan	Vice President and Director	January 6, 2012
<u>/s/ Paul F. Largess</u> Paul F. Largess	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	January 6, 2012
<u>/s/ Rodney L. Gray</u> Rodney L. Gray	Director	January 6, 2012
<u>/s/ Mark Monroe</u> Mark Monroe	Director	January 6, 2012

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Certificate of Limited Partnership of Rose Rock Midstream, L.P. (incorporated by reference to Exhibit 3.1 to Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on August 12, 2011).
4.2	Certificate of Formation of Rose Rock Midstream GP, LLC (incorporated by reference to Exhibit 3.4 to Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on August 12, 2011).
4.3	Second Amended and Restated Agreement of Limited Partnership of Rose Rock Midstream, L.P. (incorporated by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K (File No. 001-35365), filed with the Commission on December 20, 2011).
4.4	First Amended and Restated Limited Liability Company Agreement of Rose Rock Midstream GP, LLC (incorporated by reference to Exhibit 3.2 to the Registrant's current report on Form 8-K (File No. 001-35365), filed with the Commission on December 20, 2011).
4.5#	Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K (File No. 001-35365), filed with the Commission on December 14, 2011).
4.6#	Form of Restricted Unit Award Agreement (Employees) under the Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.3.1 to the Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on November 18, 2011).
4.7#	Form of Restricted Unit Award Agreement (Directors) under the Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.3.2 to the Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on November 18, 2011).
4.8#	Form of Phantom Unit Award Agreement under the Rose Rock Midstream Equity Incentive Plan (incorporated by reference to Exhibit 10.3.3 to the Registrant's registration statement on Form S-1 (File No. 333-176260), filed with the Commission on November 18, 2011).
5.1*	Opinion of Andrews Kurth LLP as to the legality of securities being registered.
23.1*	Consent of BDO USA, LLP.
23.2*	Consent of Andrews Kurth LLP (contained in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of this Registration Statement).

* Filed herewith

Compensatory plan, contract or arrangement

January 6, 2012

Rose Rock Midstream, L.P.
Two Warren Place
6120 S. Yale Avenue, Suite 700
Tulsa, Oklahoma 74136

Ladies and Gentlemen:

We have acted as special counsel to Rose Rock Midstream, L.P., a Delaware limited partnership (the “*Partnership*”), in connection with the preparation of the Registration Statement on Form S-8 (the “*Registration Statement*”) to be filed with the Securities and Exchange Commission (the “*Commission*”) in connection with the registration by the Partnership under the Securities Act of 1933, as amended (the “*Securities Act*”), of the offer and sale of up to 840,000 common units representing limited partner interests in the Partnership (the “*Common Units*”), for issuance under the Rose Rock Midstream Equity Incentive Plan (the “*Plan*”).

As the basis for the opinion hereinafter expressed, we have examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the “*Delaware Act*”), regulations, corporate records and documents, certificates of corporate and public officials, and other instruments and documents as we have deemed necessary or advisable for the purposes of this opinion. In making our examination, we have assumed that all signatures on documents examined by us are genuine, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Common Units shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and have been issued by the Partnership against payment therefor in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary limited partnership action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Common Units will have been duly authorized by all necessary limited partnership action of the Partnership, and the Common Units will be validly issued, fully paid and nonassessable.

We express no opinion other than as to the federal laws of the United States of America and the Delaware Act (including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting the foregoing). We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ Andrews Kurth LLP



Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

700 North Pearl
Suite 2000
Dallas, Texas 75201

Consent of Independent Registered Public Accounting Firm

Rose Rock Midstream, L.P.
Tulsa OK

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated August 12, 2011, relating to the financial statements, of Rose Rock Midstream, L.P. appearing in the Company's Form S-1.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

BDO USA LLP

BDO USA, LLP
Dallas, Texas

January 6, 2012

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.