

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

OMB APPROVAL

OMB Number: 3235-0076
Estimated Average burden
hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001527622

Previous Name(s) None

Name of Issuer

Rose Rock Midstream, L.P.

Jurisdiction of
Incorporation/Organization

DELAWARE

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year) 2011
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Rose Rock Midstream, L.P.

Street Address 1

TWO WARREN PLACE

Street Address 2

6120 S. YALE AVENUE, SUITE 700

City

TULSA

State/Province/Country

OKLAHOMA

ZIP/Postal Code

74136-4216

Phone No. of Issuer

(918) 524-8100

3. Related Persons

Last Name	First Name	Middle Name
Szydlowski	Norman	J.
Street Address 1		Street Address 2
Two Warren Place		6120 S. Yale Avenue, Suite 700
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
President, Chief Executive Officer and Chairman		

Last Name	First Name	Middle Name
Schwiering	Peter	L.
Street Address 1		Street Address 2
Two Warren Place		6120 S. Yale Avenue, Suite 700
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Chief Operating Officer and Director		

Last Name	First Name	Middle Name
Fitzgerald	Robert	N.
Street Address 1		Street Address 2
Two Warren Place		6120 S. Yale Avenue, Suite 700
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Senior Vice President, Chief Financial Officer and Director		

Last Name	First Name	Middle Name
O'Sullivan	Timothy	
Street Address 1		Street Address 2
Two Warren Place		6120 S. Yale Avenue, Suite 700
City	State/Province/Country	ZIP/Postal Code
Tulsa	OKLAHOMA	74136
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Vice President and Director		

Last Name **Gray** First Name **Rodney** Middle Name **L.**
Street Address 1 **Two Warren Place** Street Address 2 **6120 S. Yale Avenue, Suite 700**
City **Tulsa** State/Province/Country **OKLAHOMA** ZIP/Postal Code **74136**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Monroe** First Name **Mark** Middle Name **E.**
Street Address 1 **Two Warren Place** Street Address 2 **6120 S. Yale Avenue, Suite 700**
City **Tulsa** State/Province/Country **OKLAHOMA** ZIP/Postal Code **74136**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Cheeseman** First Name **Candice** Middle Name **L.**
Street Address 1 **Two Warren Place** Street Address 2 **6120 S. Yale Avenue, Suite 700**
City **Tulsa** State/Province/Country **OKLAHOMA** ZIP/Postal Code **74136**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
General Counsel and Secretary

Last Name **Largess** First Name **Paul** Middle Name
Street Address 1 **Two Warren Place** Street Address 2 **6120 S. Yale Avenue, Suite 700**
City **Tulsa** State/Province/Country **OKLAHOMA** ZIP/Postal Code **74136**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Vice President, Chief Accounting Officer and Controller

Last Name

First Name

Middle Name

Dunn

Robert

E.

Street Address 1

Street Address 2

Two Warren Place

6120 S. Yale Avenue, Suite 700

City

State/Province/Country

ZIP/Postal Code

Tulsa

OKLAHOMA

74136

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
 - Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
 - Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(5) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2013-01-08** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **0** USD

12. Sales Compensation

Recipient **Citi Group Global Markets, Inc.** Recipient CRD Number None
7059
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 **388 Greenwich Street** Street Address 2
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10013**
State(s) of Solicitation All States Foreign/Non-US
KANSAS
NEW YORK
PENNSYLVANIA
TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$ 59260000 USD Indefinite
Total Amount Sold \$ 59260000 USD
Total Remaining to be Sold \$ 0 USD Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 27

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 1185200 USD Estimate
Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Rose Rock Midstream, L.P.	/s/ Candice L. Cheeseman	Candice L. Cheeseman	General Counsel and Secretary	2013-01-22