



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

June 19, 2017

**Via E-Mail**

Ryan J. Maierson, Esq.  
Latham & Watkins LLP  
811 Main Street, Suite 3700  
Houston, TX 77002

**Re: PennTex Midstream Partners, LP  
Schedule 13E-3 filed by PennTex Midstream Partners, LP, PennTex  
Midstream GP, LLC and PennTex Midstream Partners, LP  
Filed June 7, 2017  
File No. 005-88873**

**Amended Schedule 14D-9 filed June 14, 2017  
SEC File No. 005-88873**

Dear Mr. Maierson:

We have reviewed your filings and have the following comments.

**Amended Schedule 14D-9**

**Identity and Background of Filing Person, page 2**

1. We note your revised disclosure in response to prior comment 2 and we reissue it. If you choose to include disclosure in your own document, you may not disclaim responsibility for it, regardless of its source.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny  
Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions