

Revers Daniel R
Form 4
May 19, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Magnolia Infrastructure Partners, LLC

(Last) (First) (Middle)

C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
American Midstream Partners, LP [AMID]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
			Code	V			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Convertible Preferred Units	<u>(1)</u>	05/15/2015		J ⁽¹⁾	168,839	<u>(1)</u>	<u>(1)</u>	Common Units	6,078,18
Series A-2 Convertible Preferred Units	<u>(1)</u>	05/15/2015		J ⁽¹⁾	32,653	<u>(1)</u>	<u>(1)</u>	Common Units	1,175,51
Series B Convertible Preferred Units	<u>(2)</u>	05/15/2015		J ⁽²⁾	23,510	<u>(2)</u>	<u>(2)</u>	Common Units	1,301,28

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202	X	X		
High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
ArcLight Capital Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
ArcLight Capital Partners, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		

ARCLIGHT ENERGY PARTNERS FUND V, L.P.
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

Revers Daniel R
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

Signatures

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 05/19/2015

__Signature of Reporting Person Date

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 05/19/2015

__Signature of Reporting Person Date

/s/ Daniel Campbell, AMERICAN MIDSTREAM GP, LLC, By: Daniel Campbell, Chief Financial Officer 05/19/2015

__Signature of Reporting Person Date

/s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner 05/19/2015

__Signature of Reporting Person Date

/s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner 05/19/2015

__Signature of Reporting Person Date

/s/ Daniel R. Revers, ARCLIGHT ENERGY PARTNERS FUND V, L.P., By: ArcLight PEF GP V, LLC, its General Partner, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner 05/19/2015

__Signature of Reporting Person Date

/s/ Daniel R. Revers, Daniel R. Revers 05/19/2015

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represent Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP") and Series A-2 Convertible Preferred Units (the "Series A-2 Units" and together with the Series A-1 Units, the "Series A Units") held by Magnolia Infrastructure Partners, LLC ("Magnolia"), which Series A Units were received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A Units owned on the distribution record date. The Series A Units have no expiration date and are initially convertible on a one-for-one basis into common units of the Issuer ("Common Units") at any time.

(2) Represents Series B Convertible Preferred Units (the "Series B Units") held directly by American Midstream GP, LLC (the "General Partner") received on a quarterly basis as payment-in-kind on a pro rata basis with holders of the Issuer's Common Units in lieu of cash distributions on the Series B Units owned on the distribution record date. The Series B Units have no expiration date and are initially convertible on a one-for-one basis into Common Units at any time after January 22, 2016 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement, at the reporting person's election.

Remarks:

ArcLight Capital Holdings, LLC ("ArcLight Holdings") is the sole manager and member of ArcLight Capital Partners, LLC ("

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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