PennTex Midstream Partners, LP
Form 3
November 03, 2016

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â Energy Transfer Partners, L.P.
(Last) (First) (Middle)

8111 WESTCHESTER DRIVE, SUITE 600
(Street)

DALLAS,Â TXÂ 75225
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/01/2016

3. Issuer Name **and** Ticker or Trading Symbol
PennTex Midstream Partners, LP [PTXP]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing limited partner interests	3,039,577	D	Â
Common Units representing limited partner interests	3,262,019	I	By: PennTex Midstream Partners, LLC (1)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Subordinated Units representing limited partner interests	Â (2)	Â (2)	Common Units representing limited partner interests	7,500,000	$ (2)	D	Â
Subordinated Units representing limited partner interests	Â (2)	Â (2)	Common Units representing limited partner interests	12,500,000	$ (2)	I	By: PennTex Midstream Partners, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 8111 WESTCHESTER DRIVE, SUITE 600 DALLAS,Â TXÂ 75225	Â X	Â X	Â	Â

Signatures

Energy Transfer Partners, L.P., by its general partner Energy Transfer Partners GP, L.P., by its general partner Energy Transfer Partners, L.L.C., by William J. Healy, Associate General Counsel and Secretary	11/03/2016
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) On November 1, 2016, Energy Transfer Partners, L.P. ("ETP") completed the acquisition of certain interests in PennTex Midstream Partners, LLC ("PennTex") and PennTex Midstream Partners, LP ("PTXP"), pursuant to the terms of the Contribution Agreement, dated October 24, 2016. Pursuant to the Contribution Agreement, ETP acquired all of the general partner interests in PTXP, together with all of its incentive distribution rights, as well as 3,039,577 PTXP common units and 7,500,000 PTXP subordinated units that ETP holds directly. In addition, as a result of the acquisition, PennTex is now a wholly owned subsidiary of ETP. PennTex owns 3,262,019 PTXP common units and 12,500,000 PTXP subordinated units. ETP is an indirect beneficial owner of these reported securities.

(2) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement on Form S-1 (Registration No. 333-199020).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.