

Edgar Filing: American Midstream Partners, LP - Form 8-K

American Midstream Partners, LP
Form 8-K
September 11, 2015

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

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of report (date of earliest event reported): September 10, 2015

AMERICAN MIDSTREAM PARTNERS, LP
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 001-35257 (Commission File No.) | 27-0855785 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

| | |
|--|---------------------|
| 1400 16th Street, Suite 310 Denver, Colorado (Address of principal executive offices) (720) 457-6060 (Registrant's telephone number, including area code) Not Applicable (Former name or former address, if changed since last report) | 80202 (Zip Code) |
|--|---------------------|

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On September 10, 2015, American Midstream Partners, LP (the “Partnership”) and certain of its affiliates (collectively, the “Partnership Parties”) entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein (the “Underwriters”), providing for the issuance and sale by the Partnership, and the purchase by the Underwriters, of 7,500,000 common units representing limited partner interests in the Partnership (“Common Units”) at a price to the public of \$11.31 per Common Unit (the “Offering”). The Offering of the Common Units was registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a Registration Statement on Form S-3 (Registration No. 333-201436) (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) on January 9, 2015, which became effective on January 26, 2015, as supplemented by a Prospectus Supplement dated September 10, 2015, to be filed with the Commission pursuant to Rule 424(b)(2) of the Securities Act. Pursuant to the Underwriting Agreement, the Partnership granted the Underwriters a 30-day option to purchase up to an additional 1,125,000 Common Units on the same terms as those relating to the Common Units sold by the Partnership in the Offering. The Offering is scheduled to close on September 15, 2015.

The Partnership intends to use the net proceeds from the Offering to fund a portion of the purchase price of an equity interest in a Delaware limited liability company that will indirectly own a portion of the Delta House floating production system and related pipeline infrastructure (the “Delta House Acquisition”). In the event the Partnership does not consummate the Delta House Acquisition, the Partnership will use the net proceeds of the Offering to repay a portion of the outstanding borrowings under its credit facility and for general partnership purposes. If the underwriters exercise their option to purchase additional Common Units, the Partnership intends to use all of the net proceeds from the sale of additional Common Units to repay a portion of the outstanding borrowings under its credit facility.

Pursuant to the Underwriting Agreement, the Partnership Parties agreed, among other things, to indemnify the Underwriters against certain liabilities, including liabilities arising under the Securities Act, or to contribute to payments the Underwriters may be required to make in respect of those liabilities. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated by reference herein. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to this exhibit.

The Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for us and our affiliates, for which they received or will receive customary fees and expense reimbursement.

Item 7.01 Regulation FD Disclosure.

On September 10, 2015, the Partnership issued a press release announcing the pricing of the Offering described in Item 1.01 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 hereto. In accordance with General Instruction B.2 of Form 8-K, this press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information or Exhibit be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 1.1 | Underwriting Agreement, dated September 10, 2015, by and among American Midstream Partners, LP, American Midstream GP, LLC, American Midstream, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein |
| 5.1 | Opinion of Holland & Hart LLP |
| 8.1 | Opinion of Holland & Hart LLP |
| 23.1 | Consent of Holland & Hart LLP (included in Exhibit 5.1 hereto) |
| 23.2 | Consent of Holland & Hart LLP (included in Exhibit 8.1 hereto) |
| 99.1 | Press Release, dated September 10, 2015 |

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements as defined under the federal securities laws, including statements regarding the intended use of Offering proceeds, the anticipated closing date of the Offering and other aspects of the Offering. Although management believes that expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct. In addition, these statements are subject to certain risks, uncertainties and other assumptions that are difficult to predict and may be beyond our control, including market conditions, customary closing conditions and other factors described in the prospectus supplement and accompanying prospectus for the Offering. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Partnership's actual results may vary materially from what management anticipated, estimated, projected or expected.

Investors are encouraged to closely consider the disclosures and risk factors contained in the Partnership's reports filed from time to time with the Commission and in the prospectus supplement and accompanying prospectus for the Offering. The forward-looking statements contained herein speak only as of the date of this report. The Partnership undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN MIDSTREAM PARTNERS, LP

By: AMERICAN MIDSTREAM GP, LLC
its General Partner

By: /s/ Daniel C. Campbell
Name: Daniel C. Campbell
Title: Senior Vice President and Chief Financial Officer

September 11, 2015

EXHIBITS INDEX

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