

Revers Daniel R
Form 4
January 28, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARCLIGHT ENERGY PARTNERS
FUND V, L.P.

(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)
01/26/2016

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 Indirect Beneficial Ownership (Instr. 4)
Common Units (Limited Partner Interests)	01/26/2016		P	108,600 (1)	A \$ 6.7 (2)	1,397,956 (3) (4)	I See Footnote (5)
Common Units (Limited Partner Interests)	01/27/2016		P	108,600 (1)	A \$ 7.32 (6)	1,506,556 (3) (4)	I See Footnote (7)

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Interests)

Common

Units

(Limited 01/28/2016

Partner

Interests)

P 108,600 A \$ 7.64 1,615,156 (3) I See
(1) (4) (8) (9) Footnote

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

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.

SEC 1474
(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ARCLIGHT ENERGY PARTNERS FUND V, L.P.
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

Magnolia Infrastructure Partners, LLC
C/O ARCLIGHT CAPITAL PARTNERS, LLC
200 CLARENDON STREET, 55TH FLOOR
BOSTON, MA 02117

X X

Reporting Owners

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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

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

X X

Signatures

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

01/28/2016

__Signature of Reporting Person Date

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

01/28/2016

__Signature of Reporting Person Date

/s/ William B. Mathews, AMERICAN MIDSTREAM GP, LLC, By: William B. Mathews, Senior Vice President

01/28/2016

__Signature of Reporting Person Date

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

01/28/2016

__Signature of Reporting Person Date

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

01/28/2016

__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

01/28/2016

__Signature of Reporting Person Date

/s/ Daniel R. Revers

01/28/2016

__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) Common units were purchased pursuant to a 10b5-1 plan entered into on January 8, 2016.

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- (2) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$6.20 to \$7.14, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.
- (3) Does not include (i) 6,477,957 Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP"), which do not have an expiration date and are convertible in whole or in part on an approximate 1.098:1 basis into common units at any time after January 1, 2014, (ii) 2,762,503 Series A-2 Convertible Preferred Units held by Magnolia (as defined below), which do not have an expiration date and are convertible in whole or in part on an approximate 1.098:1 basis into common units at any time or
- (4) (Continued from Footnote 2) (iii) 1,349,609 Series B Convertible Preferred Units held directly by American Midstream GP, LLC, the general partner of the Issuer (the "General Partner"), which do not have an expiration date and are convertible in whole or in part 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.
- (5) Busbar II, LLC ("Busbar"), a direct, wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P. ("Fund V"), directly owns 779,035 common units out of the 1,397,956 common units reflected in Column 5. Magnolia Infrastructure Partners, LLC, an indirect, wholly owned subsidiary of Fund V ("Magnolia"), directly owns 618,921 common units out of the 1,397,956 common units reflected in Column 5.
- (6) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$6.65 to \$7.71, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.
- (7) Busbar directly owns 887,635 common units out of the 1,506,556 common units reflected in Column 5. Magnolia directly owns 618,921 common units out of the 1,506,556 common units reflected in Column 5.
- (8) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$7.31 to \$7.98, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.
- (9) Busbar directly owns 996,235 common units out of the 1,615,156 common units reflected in Column 5. Magnolia directly owns 618,921 common units out of the 1,615,156 common units reflected in Column 5.

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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