

American Midstream Partners, LP
 Form 4
 December 05, 2016

FORM 4

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

OMB APPROVAL

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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 *
ARCLIGHT ENERGY PARTNERS FUND V, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2016

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

SEE REMARKS

(Street)
BOSTON, MA 02117

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Units (Limited Partner Interests) | 12/01/2016 | | P | 626,304 (1) A | \$ 4,224,284 (2) 14.32 (3) | I | See Footnote (4) |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | SEE REMARKS |
| Magnolia Infrastructure Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | 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 | X | X | | |

BOSTON, MA 02117

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

American Midstream GP, LLC
ATTENTION: REGINA GREGORY X X
2103 CITYWEST BLVD. | BLDG. 4 - 7TH FLO
HOUSTON, TX 77042

Signatures

| | |
|---|------------|
| /s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President | 12/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC, By: Daniel R. Revers, President | 12/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President | 12/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Regina Gregory, AMERICAN MIDSTREAM GP, LLC, By: Regina Gregory, Senior Vice President | 12/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner | 12/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner | 12/05/2016 |
| __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 | 12/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers | 12/05/2016 |
| __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 from AIM Midstream Holdings, LLC by Busbar II, LLC ("Busbar"), a direct, wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P. ("Fund V").
- (2) Does not include (i) 7,075,922 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

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1.0992:1 basis into common units at any time after January 1, 2014, (ii) 3,031,542 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 1.0992:1 basis into common units at any time, (iii) 8,792,205 Series C Convertible Preferred Units (the "Series C Units") held directly by Magnolia Infrastructure Holdings, LLC ("Magnolia Holdings"), which do not have an expiration date and are convertible in whole or in part on an approximate 1:1.0007 basis into common units at any time and (iv) 2,333,333 Series D Convertible Preferred Units (the "Series D Units")

- (3) (Continued from Footnote 2) held directly by Magnolia Holdings and are convertible in whole or in part on one-for-one basis, subject to anti-dilution and certain other adjustments, into common units at any time after June 30, 2017. On or prior to June 30, 2017, subject to certain restrictions, the Issuer may exercise the right to require Magnolia Holdings to sell, assign and transfer all or a portion of the then outstanding Series D Units.

- (4) Busbar directly owns 2,255,754 common units out of the 4,224,284 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 4,224,284 common units reflected in Column 5. American Midstream GP, LLC (the "General Partner") directly owns 1,349,609 common units out of the 4,224,284 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.

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.