

NBL Midstream, LLC
Form 4
November 17, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NBL Midstream, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
CONE Midstream Partners LP
[CNNX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 NOBLE ENERGY WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2017

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

HOUSTON, TX 77070

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units (limited partner interests)	11/15/2017		M		14,581,560 (1) (2)	A	\$ 0 (1) (1)
					21,692,198	D (2)	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Subordinated Units (limited partner interests)	(1)	11/15/2017		M(1)(2)	14,581,560	(1) (1)	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NBL Midstream, LLC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X	X		
NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X	X		

Signatures

/s/ Kirk A. Moore, Secretary of NBL Midstream, LLC	11/17/2017
__Signature of Reporting Person	Date
/s/ Kirk A. Moore, Assistant Secretary of Noble Energy, Inc.	11/17/2017
__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) Represents the conversion of 14,581,560 subordinated units representing limited partner interests (the "Subordinated Units") in Cone Midstream Partners LP (the "Issuer"), which were converted into common units representing limited partner interest on a one-for-one basis upon the termination of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, dated as of September 30, 2014.
- (2) This Form 4 is being filed jointly by NBL Midstream, LLC ("NBL Midstream") and Noble Energy, Inc. ("Noble"). NBL Midstream is a wholly owned subsidiary of Noble. Accordingly, Noble may be deemed to indirectly beneficially own securities of the Issuer owned directly by NBL Midstream.

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.