

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

Form 4

August 17, 2018

FORM 4

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

OMB APPROVAL

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

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2018

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

SEE REMARKS

C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR

(Street)

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

BOSTON, MA 02117

(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 Indirect Beneficial Ownership (Instr. 4)
Common Units (limited partner interests)	08/15/2018		P	595,228	A \$ 6.16 (1)	14,572,937 (2)	I (3) (3)
Common Units (limited partner interests)	08/15/2018		P	2,500	A \$ 6.25 (2)	14,575,437 (2)	I (4) (4)

interests)

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 3)
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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
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 S. Revers FUND V By: ArcLight PEF GP V, LLC, its General Partner By: ArcLight Capital Holdings, LLC, its Manager By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner By: Daniel R. Revers, Manager	08/17/2018 Date
__Signature of Reporting Person	
/s/ Daniel S. Revers ARCLIGHT CAPITAL HOLDINGS, LLC By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner By: Daniel Revers, Manager	08/15/2018 Date
__Signature of Reporting Person	
/s/ Daniel S. Revers ARCLIGHT CAPITAL PARTNERS, LLC By: Daniel R. Revers, Managing Partner	08/15/2018 Date
__Signature of Reporting Person	
/s/ Daniel S. Revers	08/17/2018 Date
__Signature of Reporting Person	

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) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transaction ranging from \$5.80 to \$6.50, inclusive. The Reporting Persons undertake to provide to American Midstream Partners, LP (the "Issuer"), any security holder of the Issuer or the staff of the United States Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth above.
- Does not include (i) 7,707,571 Series A-1 Convertible Preferred Units held directly by High Point Infrastructure Partners, LLC ("HPIP"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.1582 at any time, (ii) 3,302,158 Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC ("Magnolia"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.1582 at any time and (iii) 9,241,642 Series C Convertible Preferred Units held by Magnolia Infrastructure Holdings, LLC ("Magnolia Holdings"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.0542 at any time.
- (3) The common units reflected in Column 5 include (i) 2,850,982 common units directly owned by Busbar II, LLC ("Busbar"), (ii) 9,753,425 common units directly owned by Magnolia Holdings, (iii) 618,921 common units directly owned by Magnolia and (iv) 1,349,609 common units directly owned by American Midstream GP, LLC (the "General Partner"), the general partner of the Issuer.
- (4) The common units reflected in Column 5 include (i) 2,853,482 common units directly owned by Busbar, (ii) 9,753,425 common units directly owned by Magnolia Holdings, (iii) 618,921 common units directly owned by Magnolia and (iv) 1,349,609 common units directly owned by the General Partner.

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.