

American Midstream Partners, LP
 Form 4
 July 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Energy Spectrum Securities Corp

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)
 5956 SHERRY LN STE 900,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/12/2016

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

DALLAS, TX 75225
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Units | 07/12/2016 | | S | 34,052 D 12.497 | 5,319,863 | I | See footnote. (1) |

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)

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| 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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Energy Spectrum Securities Corp 5956 SHERRY LN STE 900 DALLAS, TX 75225 | | X | | |
| Energy Spectrum Capital VI LP 5956 SHERRY LANE, SUITE 900 DALLAS, TX 75225 | | X | | |
| Energy Spectrum VI LLC 5956 SHERRY LANE, SUITE 900 DALLAS, TX 75225 | | X | | |
| Energy Spectrum Partners VI LP 5956 SHERRY LANE SUITE 900 DALLAS, TX 75225 | | X | | |

Signatures

| | |
|---|------------|
| James P. Benson | 07/13/2016 |
| <u> </u> **Signature of Reporting Person | Date |
| James P. Benson | 07/13/2016 |
| <u> </u> **Signature of Reporting Person | Date |
| James P. Benson | 07/13/2016 |
| <u> </u> **Signature of Reporting Person | Date |
| James P. Benson | 07/13/2016 |
| <u> </u> **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).

Energy Spectrum Securities Corporation ("ESSC") owns 100% of the issued and outstanding membership interest of Energy Spectrum VI, LLC, a Texas limited liability company ("ESLLC"), which serves as the general partner of Energy Spectrum Capital VI LP, a Delaware limited partnership ("ESCLP"), which serves as the general partner of Energy Spectrum Partners VI LP, a Delaware limited

(1) partnership ("ESP" and together with ESSC, ESLLC, and ESCLP, the "Reporting Persons"). ESP is the record holder of the Common Units of the Issuer ("Units") reported in this line on this Form 4 and has a direct pecuniary interest in the Units. ESSC, ESLLC, and ESCLP beneficially own the Units for the purposes of Section 13(d) of the Exchange Act and have an indirect pecuniary interest in the Units.

(2) On July 12, 2016, ESP sold 34,052 Units on the New York Stock Exchange in open market sales, at prices ranging from \$12.4000 to \$12.6200 per Unit, with a weighted-average per-Unit price of \$12.4970.

(3) The Reporting Persons agree to provide, upon request by the Securities Exchange Commission, the Issuer, or a holder of Units, full information regarding the number of units sold at each separate price.

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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