EnLink Midstream Partners, LP Form 4

August 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

EnLink Midstream, LLC

2. Issuer Name and Ticker or Trading

Symbol

EnLink Midstream Partners, LP

[ENLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

2501 CEDAR SPRINGS

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/03/2015

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

ROAD, SUITE 100 (Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75201

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Owned Following

5. Amount of Ownership Beneficially Form: Direct (D) or Indirect Reported (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Price (D)

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Ι

Common Units

(Instr. 3)

08/03/2015

 $C^{(1)}$ 36,629,888

Amount

Code V

<u>(1)</u> 85,679,351 Α

Footnote (2)

See

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)

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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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Class E Common Units	(1)	08/03/2015		<u>J(1)</u>		36,629,888 (1)	<u>(1)</u>	<u>(1)</u>	COMMON UNITS	36,62

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
EnLink Midstream, LLC 2501 CEDAR SPRINGS ROAD SUITE 100 DALLAS, TX 75201	X	X					

Signatures

Barry E. Davis 08/05/2015

**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).
- On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia Natural Gas Corp I,

 Inc. ("Acacia") pursuant to which Acacia sold its remaining 25% limited partner interest in EnLink Midstream Holdings, LP to the
 Issuer in exchange for 36,629,888 Class E Common Units of the Issuer (the "Class E Common Units"). The Class E Common Units
 converted into Common Units on a one-for-one basis on August 3, 2015.
- (2) 17,431,152 Common Units are held of record by EnLink Midstream, Inc. ("EMI"), a wholly owned subsidiary of EnLink Midstream, and 68,248,199 Common Units are owned by Acacia.
- (3) The Class E Common Units were held of record by Acacia.

Remarks:

Because EMI, a wholly owned subsidiary of EnLink Midstream, has the right to appoint all of the directors of EnLink 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

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