

American Midstream Partners, LP
 Form 4
 February 15, 2017

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 *
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)
02/13/2017

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

(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 (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A-1 Convertible Preferred Units | (1) | 02/13/2017 | | J(1) | 111,436 | (1) | (1) | Common Units | 122,490 |
| Series A-2 Convertible Preferred Units | (3) | 02/13/2017 | | J(3) | 47,742 | (3) | (3) | Common Units | 52,478 |

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 BOSTON, MA 02117 | X | X | | |

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

X X

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

X X

Signatures

| | |
|---|------------------------|
| /s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 Date |
| /s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC, By: Daniel R. Revers, President <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 Date |
| /s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 Date |
| /s/ Regina Gregory, AMERICAN MIDSTREAM GP, LLC, By: Regina Gregory, Senior Vice President <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 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 <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 Date |
| /s/ Daniel R. Revers <p style="text-align: center;">__Signature of Reporting Person</p> | 02/15/2017 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 Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-1 Units owned on the distribution record date. The Series A-1 Units have no expiration date and are convertible in whole or in part into common units of the Issuer ("Common Units") at a conversion ratio of 1:1.0992 at any time.
- (2) Represents the aggregate number of Series A-1 Units held after the acquisition of Series A-1 Units reported in Column 5 of this line item.

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- (3) Represents Series A-2 Convertible Preferred Units (the "Series A-2 Units") held by Magnolia Infrastructure Partners, LLC ("Magnolia") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-2 Units owned on the distribution record date. The Series A-2 Units have no expiration date and are convertible into Common Units at a conversion ratio of 1:1.0992 at any time.
- (4) Represents the aggregate number of Series A-2 Units held after the acquisition of Series A-2 Units reported in Column 5 of this line item.

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.

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