

EnLink Midstream Partners, LP
 Form 4
 April 01, 2015

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 *
 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)

(Last) (First) (Middle)

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

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

2501 CEDAR SPRINGS, SUITE 100

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

(Street)

DALLAS, TX 75201

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	10/22/2014		J ⁽¹⁾		1,016,322 ⁽¹⁾	A	<u>(1)</u> 17,431,152
						I	See Footnote 2 ⁽²⁾

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 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)
Class D Common Units	(3)	02/17/2015		J(3)	31,618,311 (3)	(3) (3)	Common Units 31,618,311

Reporting Owners

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

Signatures

Barry E. Davis 04/01/2015
 **Signature of Date
 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) On October 22, 2014, the Issuer entered into and consummated a Contribution and Transfer Agreement with EnLink Midstream, Inc. ("EMI"), a wholly owned subsidiary of EnLink Midstream, LLC ("EnLink Midstream"), pursuant to which EMI sold 100% of the Class A Units and 50% of the Class B Units of E2 Appalachian Compression, LLC to the Issuer in exchange for \$150 million in cash and 1,016,322 Common Units of the Issuer.
- (2) The Common Units are owned by EMI, a wholly owned subsidiary of EnLink Midstream.
- (3) On February 17, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia Natural Gas Corp I, Inc. ("Acacia"), a wholly owned subsidiary of EnLink Midstream, pursuant to which Acacia sold a 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 31,618,311 Class D Common Units of the Issuer (the "Class D Common Units"). The Class D Common Units (i) are substantially similar in all respects to the Common Units, except that they will only be entitled to a pro rata distribution for the fiscal quarter ended March 31, 2015 ("Q1 2015") and (ii) will automatically convert into Common Units on a one-for-one basis on the first business day following the record date for distribution payments with respect to Q1 2015.
- (4) The Class D Common Units are owned by Acacia, a wholly owned subsidiary of EnLink Midstream.

Remarks:

EMI has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the re

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