

Colangelo Jerry Mr.
Form 3
October 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Colangelo Jerry Mr.		(Month/Day/Year)	Grand Canyon Education, Inc. [LOPE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
3300 W. CAMELBACK ROAD			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
PHOENIX,Â AZÂ 85017			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colangelo Jerry Mr. 3300 W. CAMELBACK ROAD PHOENIX, AZ 85017	X			

Signatures

/s/Lyn Bickle,
Attorney-in-Fact

10/15/2009

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

^

Remarks:

Exhibit 24 - Power of Attorney

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. Times New Roman" > 12,078,504 (See Note 1) 11.

Aggregate amount beneficially owned by each reporting person

12,078,504 (See Note 1)

12.

Check box if the aggregate amount in Row 11 excludes certain shares

..

13.

Percent of class represented by amount in Row 11

28.8% (See Note 2)

14.

Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 41,885,412 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

High Point Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,427,288 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

Explanation of Responses:

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8,427,288 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,427,288 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

21.7% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia) and 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point.

Note 2: Based on 38,853,117 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015 and (c) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

American Midstream GP, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

1,349,609 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

Explanation of Responses:

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1,349,609 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,349,609 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

4.2% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, the Issuer s general partner (the General Partner).

Note 2: Based on 31,775,438 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on November 9, 2015 and (b) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Energy Partners Fund V, L.P.

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

12,078,504 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

Explanation of Responses:

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

28.8% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 41,855,412 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight PEF GP V, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0
8. Shared voting power

Owned by

Each

12,078,504 (See Note 1)
9. Sole dispositive power

Person

With:

0
10. Shared dispositive power

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12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

28.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 41,885,412 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0
8. Shared voting power

Owned by

Each

12,078,504 (See Note 1)
9. Sole dispositive power

Person

With:

0
10. Shared dispositive power

Explanation of Responses:

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

28.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 41,885,412 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0
8. Shared voting power

Owned by

Each

12,078,504 (See Note 1)
Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

Explanation of Responses:

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12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

28.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 41,885,412 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Daniel R. Revers

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

12,078,504 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

Explanation of Responses:

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

28.8% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,077,670 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 1,349,609 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 41,885,412 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

This Amendment No. 9 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015, Amendment No. 3 filed on April 3, 2015, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015, Amendment No. 6 filed on August 19, 2015, Amendment No. 7 filed on September 17, 2015 and Amendment No. 8 filed on November 18, 2015 (as amended, this Schedule 13D), filed with respect to the common units representing limited partner interests (Common Units) of American Midstream Partners, LP (the Issuer).

ITEM 4. Purpose of the Transaction.

Item 4 is hereby supplemented as follows:

On December 21, 2015, ArcLight Capital Partners, LLC (ArcLight) issued a press release announcing a unit purchase program in which affiliates of ArcLight may purchase up to \$75 million of the Issuer s Common Units. It is expected that the unit purchases will initially be effected by Busbar II, LLC (Busbar), a wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P., and are expected to commence the week of December 21, 2015. Common Units may be purchased under the program in open market transactions, in privately negotiated transactions or otherwise. The amount and timing of any unit purchases by ArcLight s affiliates, including Busbar, may vary and will be determined based on market conditions, unit price and other factors. The program does not require ArcLight s affiliates to purchase a specific number of Common Units. There can be no assurance that ArcLight s affiliates will purchase any units under the program, and the program may be modified or suspended at any time without prior notice. Any units purchased under the program by ArcLight s affiliates will not impact the total number of units outstanding.

ITEM 5. Interest in Securities of the Issuer.

Item 5(a) and (b) of the Schedule 13D is hereby amended and restated as follows:

(a)-(b) The information contained on the cover pages to this Schedule 13D are incorporated herein by reference. The following disclosure is based on 41,885,412 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

ITEM 7. Material to be Filed as Exhibits.

See the Exhibit Index following the signature pages hereto.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2015

AMERICAN MIDSTREAM GP, LLC

/s/ William B. Mathews
William B. Mathews, Senior Vice President,
General Counsel and Secretary

HIGH POINT INFRASTRUCTURE

PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE

PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V,
L.P.

By: ArcLight PEF GP V, L.P.
its General Partner

By: ArcLight Capital Holdings, LLC
its Manager

/s/ Daniel R. Revers
Daniel R. Revers, Managing Partner

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC
its Manager

/s/ Daniel R. Revers
Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers
Daniel R. Revers

EXHIBIT INDEX

Exhibit

Number	Description
1.	Press Release issued on December 21, 2015 announcing purchase program
2.	Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 3 to Schedule 13D filed by the reporting persons on April 2, 2015)