

Marlin Midstream Partners, LP
 Form 4
 August 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Maxwell W Keith III

2. Issuer Name and Ticker or Trading Symbol
 Marlin Midstream Partners, LP
 [FISH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 SEE FOOTNOTES 2 & 3

C/O MARLIN MIDSTREAM PARTNERS, LP, 2105 CITY WEST BOULEVARD, SUITE 100

(Street)

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

HOUSTON, TX 77042

(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)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	08/01/2014		A		89,720	A	\$ 20.55 (1)
Common Units representing limited					33,200	D	

See footnotes (2) (3)

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partner
interests

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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. Amount or Number of Shares
Subordinated Units (Limited Partner Interests)	(4)					(4) (4)	Common Units	8,724,545

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maxwell W Keith III C/O MARLIN MIDSTREAM PARTNERS, LP 2105 CITY WEST BOULEVARD, SUITE 100 HOUSTON, TX 77042	X	X	SEE FOOTNOTES 2 & 3	
NuDevco Midstream Development, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042		X		
NuDevco Partners, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042		X		
NuDevco Partners Holdings, LLC 2105 CITYWEST BOULEVARD, SUITE 100		X		

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Marlin Midstream GP, LLC
 2105 CITYWEST BOULEVARD, SUITE 100 X
 HOUSTON, TX 77042

Marlin IDR Holdings, LLC
 2105 CITYWEST BOULEVARD, SUITE 100 X
 HOUSTON, TX 77042

Signatures

/s/ Terry D. Jones, Attorney-in-fact for W. Keith Maxwell III	08/04/2014
__Signature of Reporting Person	Date
/s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Midstream Development, LLC	08/04/2014
__Signature of Reporting Person	Date
/s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Partners, LLC	08/04/2014
__Signature of Reporting Person	Date
/s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Partners Holdings, LLC	08/04/2014
__Signature of Reporting Person	Date
/s/ Terry D. Jones, Executive Vice President and General Counsel Marlin Midstream GP, LLC	08/04/2014
__Signature of Reporting Person	Date
/s/ Terry D. Jones, Executive Vice President and General Counsel Marlin IDR Holdings, LLC	08/04/2014
__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).
- (1) The price reported reflects the average of the closing price of the Common Units on the NASDAQ Global Market ("NASDAQ") for the twenty (20) trading day period ending two (2) trading days prior to the date of the Contribution Agreement referenced in Footnote 2, as reported in Bloomberg Financial Markets, or, if not reported therein, as reported by Dow Jones.
- This Form 4 is filed jointly by W. Keith Maxwell III, NuDevco Partners, LLC ("NuDevco Partners"), NuDevco Partners Holdings, LLC ("NuDevco Holdings"), NuDevco Midstream Development, LLC ("NuDevco"), Marlin Midstream GP, LLC (the "General Partner") and
- (2) Marlin IDR Holdings, LLC ("Marlin IDR Holdings") in connection with the sale of certain transloading assets by NuDevco to Marlin Midstream Partners, LP (the "Issuer") pursuant to that certain Contribution Agreement, dated August 1, 2014, by and among NuDevco, the Issuer and the General Partner, in which NuDevco acquired 89,720 common units from the Issuer as partial consideration for the sale.
- The reported units are owned directly by NuDevco. Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR
- (3) Holdings are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.
- (4) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-189645).

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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