

EnLink Midstream Partners, LP
Form 4
November 02, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEVON ENERGY CORP/DE

(Last) (First) (Middle)

333 WEST SHERIDAN AVE.

(Street)

OKLAHOMA CITY, OK 73102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnLink Midstream Partners, LP
[ENLK]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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 Beneficial Ownership (Instr. 4)
Common Units	10/29/2015		P	2,849,100	A <u>11</u> 183,189,051	I	See Footnotes (2) (3)

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
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVON ENERGY CORP/DE 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
Devon Gas Corp 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		

Signatures

/s/ Carla D. Brockman, Vice President Corporate Governance and Secretary of Devon Energy Corporation 11/02/2015

**Signature of Reporting Person _____ Date _____

/s/ Carla D. Brockman, Vice President and Secretary of Devon Energy Corporation (Okla.) 11/02/2015

Signature of Reporting Person _____ Date _____

/s/ Carla D. Brockman, Vice President and Secretary of Devon Gas Corporation 11/02/2015

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).
- (1) On October 29, 2015, the Issuer entered into a Common Unit Purchase Agreement with EnLink Midstream Inc. ("EMI"), a wholly owned subsidiary of EnLink Midstream, LLC ("EnLink Midstream"), for which EnLink Midstream Manager, LLC is the managing member, pursuant to which the Issuer sold 2,849,100 Common Units of the Issuer to EMI in exchange for \$50,000,000 in cash.
- (2) 87,128,717 of these Common Units are owned directly by Devon Gas Services, L.P. ("Devon Gas Services"), 7,531,883 are owned directly by Southwestern Gas Pipeline, L.L.C. ("Southwestern Gas"), 20,280,252 Common Units are owned directly by EMI and 68,248,199 Common Units are owned directly by Acacia Natural Gas Corp. I, Inc. ("Acacia"). Both Devon Gas Services and

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Southwestern Gas are indirect wholly owned subsidiaries of Devon Energy Corporation ("Devon"). Devon is a public company and owns 100% of the outstanding common stock of Devon Energy Corporation (Oklahoma) ("Devon OK"). Devon OK owns 100% of the outstanding common stock of Devon Gas Corporation ("Devon Gas"). Devon Gas owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc. ("Devon Gas Operating"), the general partner of Devon Gas Services. Devon Gas also owns 100% of the outstanding limited liability company interests of Southwestern Gas.

- (3) (continued from Footnote 2) Due to these ownership interests, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Devon Gas Services and Southwestern Gas. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by Devon Gas Services and Southwestern Gas in excess of their pecuniary interests therein. Additionally, as the owner of 70.32% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of EMI and Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI and Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by EMI and Acacia in excess of their pecuniary interests therein.

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

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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