

ArcLight Capital Partners, LLC
 Form 4
 January 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2016

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

C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR

(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

BOSTON, MA 02117

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units (Limited Partner Interests) | 01/06/2016 | | P | 194,700 A | \$ 7.99 (1) 990,893 (2) (3) | I | See Footnote (4) |
| Common Units (Limited Partner Interests) | 01/07/2016 | | P | 194,700 A | \$ 8.08 (5) 1,185,593 (2) (3) | I | See Footnote (6) |

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Interests)

Common
Units
(Limited
Partner
Interests)

| | | | | | | | |
|------------|---|---------|---|--------------------------|--|---|-------------------------------|
| 01/08/2016 | P | 103,763 | A | \$ 8.03 <u>(7)</u> | 1,289,356 ⁽²⁾ <u>(3)</u> | I | See Footnote <u>(8)</u> |
|------------|---|---------|---|--------------------------|--|---|-------------------------------|

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)

| 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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | | |
| American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202 | 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 X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

ArcLight Capital Holdings, LLC
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

ArcLight Capital Partners, LLC
 200 CLARENDON STREET, 55TH FLOOR X X
 BOSTON, MA 02117

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

Signatures

/s/ Daniel R. Revers MAGNOLIA INFRASTRUCTURE PARTNERS, LLC By: Daniel R. Revers, President 01/08/2016
 __Signature of Reporting Person Date

/s/ Daniel R. Revers HIGH POINT INFRASTRUCTURE PARTNERS, LLC, LLC By: Daniel R. Revers, President 01/08/2016
 __Signature of Reporting Person Date

/s/ William B. Mathews AMERICAN MIDSTREAM GP, LLC By: William B. Mathews, Senior Vice President 01/08/2016
 __Signature of Reporting Person Date

/s/ Daniel R. Revers ARCLIGHT CAPITAL HOLDINGS, LLC By: Daniel R. Revers, Managing Partner 01/08/2016
 __Signature of Reporting Person Date

/s/ Daniel R. Revers ARCLIGHT CAPITAL PARTNERS, LLC By: Daniel R. Revers, Managing Partner 01/08/2016
 __Signature of Reporting Person 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 01/08/2016
 __Signature of Reporting Person Date

/s/ Daniel R. Revers Daniel R. Revers 01/08/2016
 __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)

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The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$7.42 to \$8.15, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.

- (2) Does not include (i) 6,477,957 Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP"), which do not have an expiration date and are convertible in whole or in part on an approximate 1.098:1 basis into common units at any time after January 1, 2014, (ii) 2,762,503 Series A-2 Convertible Preferred Units held by Magnolia (as defined below), which do not have an expiration date and are convertible in whole or in part on an approximate 1.098:1 basis into common units at any time or

- (3) (Continued from Footnote 2) (iii) 1,349,609 Series B Convertible Preferred Units held directly by American Midstream GP, LLC, the general partner of the Issuer (the "General Partner"), which do not have an expiration date and are convertible in whole or in part on a one-for-one basis into common units at any time after January 22, 2016 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement at the reporting person's election.

- (4) Busbar II, LLC ("Busbar"), a direct, wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P. ("Fund V"), directly owns 371,972 common units out of the 990,893 common units reflected in Column 5. Magnolia Infrastructure Partners, LLC, an indirect, wholly owned subsidiary of Fund V ("Magnolia"), directly owns 618,921 common units out of the 990,893 common units reflected in Column 5.

- (5) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$7.71 to \$8.15, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.

- (6) Busbar directly owns 566,672 common units out of the 1,185,593 common units reflected in Column 5. Magnolia directly owns 618,921 common units out of the 1,185,593 common units reflected in Column 5.

- (7) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$7.88 to \$8.15, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.

- (8) Busbar directly owns 670,435 common units out of the 1,289,356 common units reflected in Column 5. Magnolia directly owns 618,921 common units out of the 1,289,356 common units reflected in Column 5.

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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