

American Midstream Partners, LP
Form SC 13G/A
February 18, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

American Midstream Partners, LP
(Name of Issuer)
Common Units Representing Limited Partner Interests
(Title of Class of Securities)
02752P100
(CUSIP Number)
December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 02752P100

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

AIM Midstream Holdings, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 626,304

6. Shared Voting Power

Beneficially

Owned by -0-

Each

7. Sole Dispositive Power

Reporting

Person 626,304

8. Shared Dispositive Power

With

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,304 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..

Not applicable.

11. Percent of Class Represented by Amount in Row (9)

4.0% (2)

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

- (1) The beneficial ownership percentages reported in this Schedule 13G are based on 15,775,018 common units outstanding as of November 6, 2014, as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2014.

SCHEDULE 13G

CUSIP No. 02752P100

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

AIM Universal Holdings, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares -0-

6. Shared Voting Power

Beneficially

Owned by 626,304

7. Sole Dispositive Power

Each

Reporting

Person -0-

8. Shared Dispositive Power

With

626,304

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,304

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..

Not applicable.

11. Percent of Class Represented by Amount in Row (9)

4.0%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 02752P011

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Robert B. Hellman, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

U.S. Citizen

Number of 5. Sole Voting Power

Shares 6. Shared Voting Power

Beneficially

Owned by 626,304

Each 7. Sole Dispositive Power

Reporting 8. Shared Dispositive Power

Person

With 626,304

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,304

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

Not applicable.

11. Percent of Class Represented by Amount in Row (9)

4.0%

12. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13G

CUSIP No. 02752P100

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Matthew P. Carbone

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares 6. Shared Voting Power

Beneficially

Owned by 626,304

Each 7. Sole Dispositive Power

Reporting 8. Shared Dispositive Power

Person

With 626,304

9. Aggregate Amount Beneficially Owned by Each Reporting Person

626,304

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

Not applicable.

11. Percent of Class Represented by Amount in Row (9)

4.0%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer:

American Midstream Partners, LP

(b) Address of Issuer's Principal Executive Offices:

1400 16th Street, Suite 310

Denver, Colorado 80202

Item 2.

(a) Name of Person(s) Filing:

This Schedule 13G is being jointly filed by AIM Midstream Holdings, LLC (AIM Midstream), AIM Universal Holdings, LLC (AIM Universal), Robert B. Hellman, Jr. (Mr. Hellman) and Matthew P. Carbone (Mr. Carbone) and, together with AIM Midstream, AIM Universal and Mr. Hellman, the Reporting Persons) with respect to common units of the above-named issuer owned by AIM Midstream.

AIM Universal is the non-member manager of AIM Midstream. Mr. Hellman and Mr. Carbone each own directly or through other entities they control membership interests in AIM Universal and AIM Midstream. By virtue of these interests, Mr. Hellman and Mr. Carbone may be deemed to be beneficial owners of the common units and subordinated units in the above-named issuer owned by AIM Midstream. The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is 950 Tower Lane, Suite 800, Foster City, California 94404.

(c) Citizenship:

| | |
|-----------------------------|--------------|
| AIM Midstream Holdings, LLC | Delaware |
| AIM Universal Holdings, LLC | Delaware |
| Robert B. Hellman, Jr. | U.S. Citizen |
| Matthew P. Carbone | U.S. Citizen |

(d) Title of Class of Securities:
Units representing limited partnership interests.

(e) CUSIP Number: 02752P100

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| | AIM Midstream Holdings, LLC | AIM Universal Holdings, LLC | Robert B. Hellman, Jr. | Matthew P. Carbone |
|---|-----------------------------|-----------------------------|------------------------|--------------------|
| (a) Amount beneficially owned: | 626,304 | 626,304 | 626,304 | 626,304 |
| (b) Percent of Class: | 4.0% | 4.0% | 4.0% | 4.0% |
| (c) Number of shares as to which person has | | | | |
| (i) Sole power to vote or to direct vote: | 626,304 | | | |
| (ii) Shared power to vote or to direct the vote: | | 626,304 | 626,304 | 626,304 |
| (iii) Sole power to dispose or to direct the disposition of: | 626,304 | | | |
| (iv) Shared power to dispose or to direct the disposition of: | | 626,304 | 626,304 | 626,304 |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on
By the Parent Holding Company.**

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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: February 17, 2015

AIM MIDSTREAM HOLDINGS, LLC

By: AIM Universal Holdings, LLC
Its Manager

By: /s/ Robert B. Hellman, Jr.
Name: Robert B. Hellman, Jr.
Title: Member

AIM UNIVERSAL HOLDINGS, LLC

By: /s/ Robert B. Hellman, Jr.
Name: Robert B. Hellman, Jr.
Title: Member

Robert B. Hellman, Jr.

/s/ Robert B. Hellman, Jr.

Matthew P. Carbone

/s/ Mathew P. Carbone