

American Midstream Partners, LP
Form SC 13D/A
October 12, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 20)*

American Midstream Partners, LP
(Name of Issuer)
Common Units Representing Limited Partner Interests

(Title of class of securities)

02752P 100

(CUSIP number)

Christine Miller

Magnolia Infrastructure Partners, LLC

c/o ArcLight Capital Partners

200 Clarendon Street, 55th Floor

Boston, MA 02117

(617) 531-6338

(Name, address and telephone number of person authorized to receive notices and communications)

October 2, 2017

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box:

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on 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.

CUSIP No. 02752P 100

SCHEDULE 13D

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

Magnolia 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/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

13,721,405 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

13,721,405 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

13,721,405 (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

21.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 63,512,662 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding and (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

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

Magnolia Infrastructure Holdings, LLC

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

(a) (b)

3. SEC use only

4. Source of funds

WC/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

32,400,677 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

32,400,677 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

32,400,677 (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

44.7% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held directly by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

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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/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

9,577,433 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,577,433 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,577,433 (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

15.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units) and 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, taking into account the transactions discussed in Item 3.

Note 2: Based on 59,987,611 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017 and (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding.

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SCHEDULE 13D

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

AMID GP Holdings, LLC

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

(a) (b)

3. SEC use only

4. Source of funds

WC/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

32,400,677 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

32,400,677 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

32,400,677 (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

44.7% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held directly by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

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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

WC/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

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

2.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 Common Units held by American Midstream GP, LLC, the Issuer's general partner.

Note 2: Based on 51,759,787 Common Units outstanding as of August 3, 2017.

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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/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

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (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

47.8% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

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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/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

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (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

47.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

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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/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

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (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

47.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

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SCHEDULE 13D

1.