Marlin Midstream Partners, LP Form 3 March 09, 2015

# FORM 3

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

**OMB APPROVAL** 

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INITIAL STATEMENT OF 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 \*

A Azure Midstream Holdings LLC

(Last)

(First)

(Middle)

Statement

(Month/Day/Year) 02/27/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Marlin Midstream Partners, LP [FISH]

> 4. Relationship of Reporting Person(s) to Issuer

> > (Check all applicable)

Director by Deputization

5. If Amendment, Date Original

Filed(Month/Day/Year)

12377 MERIT DRIVE, SUITE 300

(Street)

Director Officer

10% Owner \_X\_\_ Other (give title below) (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

DALLAS. TXÂ 75251

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

(I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D) or Indirect

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of Derivative Security: Security Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Call Option - Common Units (right to buy)	02/27/2015	02/27/2017	Common Units (representing limited partner interests)	387,935	\$ 17.88	I	See Footnote (1)
Call Option - Subordinated Units (right to buy)	02/27/2015	02/27/2017	Subordinated Units (representing limited partner interests)	1,744,909	\$ 17.88	I	See Footnote (1)

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# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips					
coporaing of more realists	Director	10% Owner	Officer	Other		
Azure Midstream Holdings LLC 12377 MERIT DRIVE, SUITE 300 DALLAS, TX 75251	Â	Â	Â	Director by Deputization		
Azure Midstream Energy LLC 12377 MERIT DRIVE, SUITE 300 DALLAS, TX 75251	Â	Â	Â	Director by Deputization		
Signatures						
/s/ Eric T. Kalamaras, Chief Financial Officer		03/09/2015				
**Signature of Reporting Person		Date				
/s/ Eric T. Kalamaras, Chief Financial Officer		03/09/2015				
**Signature of Reporting Person		Date				

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - Azure Midstream Holdings LLC ("Holdings") is the sole owner of Azure Midstream Energy LLC ("Azure"), which is the sole member of Marlin Midstream GP, LLC, the general partner of the Issuer (the "General Partner"). Pursuant to that certain Option Agreement,
- (1) dated February 27, 2015, between Azure and NuDevco Midstream Development, LLC ("NuDevco"), Azure has the option to acquire from NuDevco 387,935 common units of the Issuer and 1,744,909 subordinated units of the Issuer (or, if such subordinated units have been converted in to common units of the Issuer, then an equivalent number of common units).

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#### Remarks:

Azure has the right to appoint all of the directors of the General Partner. Therefore, each of Azu 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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