

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

Form 4

December 11, 2018

FORM 4

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

OMB APPROVAL

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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)
12/10/2018

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

SEE REMARKS

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Units (limited partner interests) | 12/10/2018 | | A | 810,517 | A \$ 0 (1) 15,385,954 (2) | I (3) | See Footnote 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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| ARCLIGHT ENERGY PARTNERS FUND V, L.P. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | SEE REMARKS |
| Magnolia Infrastructure Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ArcLight Capital Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ArcLight Capital Partners, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| Revers Daniel R C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Daniel S. Revers FUND V By: ArcLight PEF GP V, LLC, its General Partner By: ArcLight Capital Holdings, LLC, its Manager By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner By: Daniel R. Revers, Manager | 12/11/2018 |
| __Signature of Reporting Person | Date |
| /s/ Daniel S. Revers, President MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC By: Daniel R. Revers, President | 12/11/2018 |
| __Signature of Reporting Person | Date |
| /s/ Daniel S. Revers ARCLIGHT CAPITAL HOLDINGS, LLC By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner By: Daniel Revers, Manager | 12/11/2018 |
| __Signature of Reporting Person | Date |
| /s/ Daniel S. Revers ARCLIGHT CAPITAL PARTNERS, LLC By: Daniel R. Revers, Managing Partner | 12/11/2018 |
| __Signature of Reporting Person | Date |
| /s/ Daniel S. Revers | 12/11/2018 |
| __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) In December 2013, American Midstream Partners, LP (the "Issuer") acquired Blackwater Midstream Holdings, LLC ("Blackwater") from AL Blackwater, LLC ("AL Blackwater"). The Agreement and Plan of Merger by and among AL Blackwater, Blackwater, the Issuer and Blackwater Merger Sub, LLC, dated as of December 10, 2013 (the "Merger Agreement"), included a provision whereby AL Blackwater would be entitled to additional merger consideration, payable in either cash or Common Units, or a combination thereof, based on Blackwater meeting certain operating targets. Final resolution of the additional merger consideration was determined in the fourth quarter of 2018, in accordance with the Merger Agreement, and, on December 10, 2018, the Issuer issued 810,517 Common Units to Common Units to Magnolia Infrastructure Holdings, LLC ("Magnolia Holdings"), an affiliate of AL Blackwater, as part of the additional merger consideration.

(2) Does not include (i) 7,707,571 Series A-1 Convertible Preferred Units held directly by High Point Infrastructure Partners, LLC ("HPIP"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.2811 at any time, (ii) 3,302,158 Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC ("Magnolia"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.2811 at any time and (iii) 9,241,642 Series C Convertible Preferred Units held by Magnolia Holdings, which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.0014 at any time.

(3) The common units reflected in Column 5 include (i) 2,853,482 common units directly owned by Busbar II, LLC ("Busbar"), (ii) 10,563,942 common units directly owned by Magnolia Holdings, (iii) 618,921 common units directly owned by Magnolia, (iv) 1,349,609 common units directly owned by American Midstream GP, LLC (the "General Partner"), the general partner of the Issuer.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.