

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Azure Midstream Holdings LLC | | | (Month/Day/Year) | Marlin Midstream Partners, LP [FISH] | |
| (Last) | (First) | (Middle) | 02/27/2015 | | |
| 12377 MERIT DRIVE, SUITE 300 | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| DALLAS,Â TXÂ 75251 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Director by Deputization | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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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 <u>(1)</u> |
| 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 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | 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).

(1) 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, 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 Azure

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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