

Rupe Ryan K  
Form 4  
February 27, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rupe Ryan K

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)  
2103 CITYWEST  
BLVD., BUILDING 4, SUITE 800

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President

(Street)  
HOUSTON, TX 77042

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Units<br>(limited<br>partner<br>interests) | 02/25/2019                              |                                                             | M                                       | 2,565 A                                                                    | \$ 0<br>(1)                                                                                                        | 28,712                                                               | D                                                                 |
| Common<br>Units<br>(limited<br>partner<br>interests) | 02/25/2019                              |                                                             | F                                       | 761 (2) D                                                                  | \$<br>3.94                                                                                                         | 27,951                                                               | D                                                                 |
|                                                      | 02/26/2019                              |                                                             | M                                       | 8,873 A                                                                    |                                                                                                                    | 36,824                                                               | D                                                                 |

Edgar Filing: Rupe Ryan K - Form 4

|                                                      |            |   |              |   |             |        |   |  |
|------------------------------------------------------|------------|---|--------------|---|-------------|--------|---|--|
| Common<br>Units<br>(limited<br>partner<br>interests) |            |   |              |   | \$ 0<br>(1) |        |   |  |
| Common<br>Units<br>(limited<br>partner<br>interests) | 02/26/2019 | F | 2,631<br>(2) | D | \$<br>3.99  | 34,193 | D |  |

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>of Underlying<br>Securities<br>(Instr. 3) |                                     |    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------------------------------------------|-------------------------------------|----|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                 | Amount<br>or<br>Number<br>of Shares |    |
| Phantom<br>units                                    | (3)                                                                | 02/25/2019                              |                                                             | M                                    |                                                                                                                 | 2,565                                                          |     | (4)                                                                 | (5)                | Common<br>Units<br>(limited<br>partner<br>interests)  | 2,565                               | \$ |
| Phantom<br>units                                    | (3)                                                                | 02/26/2019                              |                                                             | M                                    |                                                                                                                 | 8,873                                                          |     | (6)                                                                 | (5)                | Common<br>Units<br>(limited<br>partner<br>interests)  | 8,873                               | \$ |
| Phantom<br>units                                    | (3)                                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (7)                                                                 | (5)                | Common<br>Units<br>(limited<br>partner<br>interests)  | 30,000                              |    |
| Phantom                                             | (3)                                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (8)                                                                 | (5)                | Common                                                | 23,148                              |    |

|                  |      |  |      |      |                                                      |                |
|------------------|------|--|------|------|------------------------------------------------------|----------------|
| units            |      |  |      |      | Units<br>(limited<br>partner<br>interests)           |                |
| Phantom<br>units | (3)  |  | (9)  | (5)  | Common<br>Units<br>(limited<br>partner<br>interests) | 10,733         |
| Phantom<br>units | (10) |  | (11) | (11) | Common<br>Units<br>(limited<br>partner<br>interests) | 55,000<br>(12) |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                |       |
|----------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                  | Director      | 10% Owner | Officer        | Other |
| Rupe Ryan K<br>2103 CITYWEST BLVD.<br>BUILDING 4, SUITE 800<br>HOUSTON, TX 77042 |               |           | Vice President |       |

## Signatures

/s/ M. Dilshad Kasmani, Attorney-in-Fact for Ryan K.  
Rupe

02/27/2019

\_\_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) The phantom units were settled upon vesting in common units (on a one for one basis).
  - (2) Phantom Units forfeited to cover taxes due upon vesting of such Phantom Units.
  - (3) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
  - (4) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of February 23, 2015.
  - (5) The phantom units do not expire.
  - (6) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of February 26, 2016.
  - (7) Units vest on March 10, 2019.
  - (8) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of the April 2, 2018.
  - (9) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of April 3, 2017.
  - (10) Each phantom unit represents the right to receive between one and three common units of the Issuer upon vesting.
  - (11) The phantom units will generally vest, subject to the Reporting Person's continued service through such date, on the earlier of a change in control transactions or November 20, 2022.

## Edgar Filing: Rupe Ryan K - Form 4

- (12) Represents the target number of common units that may be issued. The actual number of common units issuable upon vesting can range from 100% to 300% of this target and will be determined by multiplying the target award by the quotient of the fair market value of a common unit on the vesting date divided by \$16.50 and rounded to two significant figures. Upon vesting, the phantom units may be settled in common units of the Issuer or cash at the discretion of the Issuer.

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.