

Revers Daniel R
Form 4
November 17, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Magnolia Infrastructure Partners,
LLC

(Last) (First) (Middle)

C/O ARCLIGHT CAPITAL
PARTNERS, LLC, 200
CLARENDON STREET, 55TH
FLOOR

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
American Midstream Partners, LP
[AMID]

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Convertible Preferred Units	<u>(1)</u>	11/13/2015		J	<u>(1)</u>	196,106		<u>(1)</u>	<u>(1)</u>	Common Units	196,106
Series A-2 Convertible Preferred Units	<u>(3)</u>	11/13/2015		J	<u>(3)</u>	84,018		<u>(3)</u>	<u>(3)</u>	Common Units	84,018
Series B Convertible Preferred Units	<u>(5)</u>	11/13/2015		J	<u>(5)</u>	24,384		<u>(5)</u>	<u>(5)</u>	Common Units	24,384

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202	X	X		
High Point Infrastructure Partners, 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		

ARCLIGHT ENERGY PARTNERS FUND V, L.P.
C/O 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 R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President

11/17/2015

__Signature of Reporting Person

Date

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President

11/17/2015

__Signature of Reporting Person

Date

/s/ William B. Mathews, AMERICAN MIDSTREAM GP, LLC, By: William B. Mathews, Senior Vice President

11/17/2015

__Signature of Reporting Person

Date

/s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner

11/17/2015

__Signature of Reporting Person

Date

/s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner

11/17/2015

__Signature of Reporting Person

Date

/s/ Daniel R. Revers, ARCLIGHT ENERGY PARTNERS FUND V, L.P., By: ArcLight PEF GP V, LLC, its General Partner, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner

11/17/2015

__Signature of Reporting Person

Date

/s/ Daniel R. Revers

11/17/2015

__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) Represents Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-1 Units owned on the distribution record date. The Series A-1 Units have no expiration date and are convertible in whole or in part on a one-for-one basis into common units of the Issuer ("Common Units") at any time after January 1, 2014.

(2) Represents the aggregate number of Series A-1 Units held after the acquisition of Series A-1 Units reported in Column 5 of this line item.

(3) Represents Series A-2 Convertible Preferred Units (the "Series A-2 Units") held by Magnolia Infrastructure Partners, LLC ("Magnolia"). The Series A-2 Units have no expiration date and are initially convertible on a one-for-one basis into Common Units at any time.

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- (4) Represents the aggregate number of Series A-2 Units held after the acquisition of Series A-2 Units reported in Column 5 of this line item.
- Represents Series B Convertible Preferred Units (the "Series B Units") held directly by American Midstream GP, LLC (the "General Partner") received on a quarterly basis as payment-in-kind on a pro rata basis with holders of the Issuer's Common Units in lieu of cash distributions on the Series B Units owned on the distribution record date. The Series B Units have no expiration date and are convertible in whole or in part on a one-for-one basis into Common Units at any time after January 22, 2016 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement, at the reporting person's election.
- (6) Represents the aggregate number of Series B Units held after the acquisition of Series B Units reported in Column 5 of this line item.

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.

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