

TPG Advisors VII, Inc.
Form 4
February 15, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Advisors VII, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EnLink Midstream, LLC [ENLC]

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

02/13/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (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

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)
			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
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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Cumulative Convertible Preferred Units <u>(1)</u> <u>(2)</u>	<u>(2)</u>	02/13/2019	J <u>(1)</u>		425,785	<u>(2)</u>	<u>(2)</u>		Common Units	489,652

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Advisors VII, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
BONDERMAN DAVID 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Michael LaGatta, Vice President, TPG Advisors VII, Inc. (6)	02/15/2019
<u> </u> Signature of Reporting Person	Date
/s/ Bradford Berenson on behalf of David Bonderman (6)(7)	02/15/2019
<u> </u> Signature of Reporting Person	Date
/s/ Bradford Berenson on behalf of James G. Coulter(6)(7)	02/15/2019
<u> </u> 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) On February 13, 2019, (i) EnLink MidStream Partners, LP ("ENLK") issued to Enfield Holdings, L.P. ("Enfield Holdings") 425,785 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") as partial payment for the quarterly distribution declared on the Series B Preferred Units, and (ii) EnLink Midstream, LLC (the "Issuer") issued to Enfield Holdings an equal number of Class C Common Units (the "Class C Common Units").

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- (2) Pursuant to the terms of the Tenth Amended and Restated Agreement of Limited Partnership of ENLK, dated as of January 25, 2019, Enfield Holdings may exchange all or a portion of its Series B Preferred Units (along with a corresponding number of Class C Common Units) at any time for Common Units of the Issuer on a 1-for-1.15 basis, subject to certain adjustments. The right to exchange is not subject to an expiration date.
- (3) David Bonderman and James G. Coulter are sole shareholders of TPG Advisors VII, Inc. ("TPG Advisors VII" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which holds 100 shares of common stock, and has appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Enfield Holdings, which directly holds the Series B Preferred Units and Class C Common Units reported herein.
- (4) Because of the relationship between the Reporting Persons and Enfield Holdings, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Enfield Holdings.
- (5) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (7) Bradford Beren

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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