

American Midstream Partners, LP
Form SC 13D/A
March 13, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 18)*

American Midstream Partners, LP

(Name of issuer)

Common Units Representing Limited Partner Interests

(Title of class of securities)

02752P 100

(CUSIP number)

Christine Miller

Magnolia Infrastructure Partners, LLC

c/o ArcLight Capital Partners

200 Clarendon Street, 55th Floor

Boston, MA 02117

(617) 531-6338

(Name, address and telephone number of person authorized to receive notices and communications)

March 8, 2017

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box:

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

13,289,556 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

13,289,556 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

13,289,556 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

21.2% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common Units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,079,284 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,395,526 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 62,716,004 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017, (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017 and (c) 3,395,526 Common Units issuable upon the conversion of Series A-2 Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

34,200,171 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,200,171 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,200,171 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

46.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,079,284 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,395,526 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,823,857 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 9,753,425 Common Units held directly by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 73,873,194 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017, (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017, (c) 3,395,526 Common Units issuable upon the conversion of Series A-2 Units outstanding as of March 8, 2017, (d) 8,823,857 Series C Units issuable upon the conversion of Series C Units outstanding as of March 8, 2017 and (e) 2,333,333 Common Units issuable upon the conversion of Series D Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

High Point Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,275,109 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,275,109 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,275,109 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

15.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common units of the Issuer (Common Units), and 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, taking into account the transactions discussed in Item 3.

Note 2: Based on 59,320,478 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017 and (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

American Midstream GP, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

1,349,609 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

1,349,609 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,349,609 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

2.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 Common Units held by American Midstream GP, LLC, the Issuer's general partner.

Note 2: Based on 51,394,978 Common Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Energy Partners Fund V, L.P.

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

36,455,925 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

36,455,925 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

36,455,925 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

49.3% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,079,284 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,395,526 Common Units, 8,823,857 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 73,873,194 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017, (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017, (c) 3,395,526 Common Units issuable upon the conversion of Series A-2 Units outstanding as of March 8, 2017, (d) 8,823,857 Common Units issuable upon the conversion of Series C Units outstanding as of March 8, 2017 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight PEF GP V, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

36,455,925 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

36,455,925 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

36,455,925 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

49.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,079,284 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,395,526 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,823,857 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 73,873,194 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017, (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017, (c) 3,395,526 Common Units issuable upon the conversion of Series A-2 Units outstanding as of March 8, 2017, (d) 8,823,857 Common Units issuable upon the conversion of Series C Units outstanding as of March 8, 2017 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

36,455,925 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

36,455,925 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

36,455,925 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

49.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,079,284 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,395,526 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,823,857 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 73,873,194 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017, (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017, (c) 3,395,526 Common Units issuable upon the conversion of Series A-2 Units outstanding as of March 8, 2017, (d) 8,823,857 Common Units issuable upon the conversion of Series C Units outstanding as of March 8, 2017 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0
8. Shared voting power

Owned by

Each

36,455,925 (See Note 1)
Reporting 9. Sole dispositive power

Person

With: 0
10. Shared dispositive power

36,455,925 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

36,455,925 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

49.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,187,358 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,925,500 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,079,284 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,395,526 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,823,857 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 73,873,194 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,394,978 Common Units outstanding as of March 8, 2017, (b) 7,925,500 Common Units issuable upon the conversion of Series A-1 Units outstanding as of March 8, 2017, (c) 3,395,526 Common Units issuable upon the conversion of Series A-2 Units outstanding as of March 8, 2017, (d) 8,823,857 Common Units issuable upon the conversion of Series C Units outstanding as of March 8, 2017 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of March 8, 2017.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Daniel R. Revers

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

Shares

Beneficially

Owned by

Each

Reporting

Person

With: