

Edgar Filing: American Midstream Partners, LP - Form 8-K

American Midstream Partners, LP  
Form 8-K  
October 01, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 1, 2013

AMERICAN MIDSTREAM PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware 001-35257 27-0855785

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

1614 15th Street, Suite 300

80202

Denver, Colorado

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (720) 457-6060

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

In the second quarter of 2013, the board of directors of American Midstream Partners GP, LLC (the "General Partner") authorized the management of American Midstream Partners, LP (the "Partnership") to commit to a plan to sell certain non-strategic gathering and processing assets. As a result of the planned divestiture of these non-strategic midstream assets, we classify the results of operations of these disposal groups as discontinued operations.

Accordingly, the Partnership has recast the following information within our Annual Report on Form 10-K (the "Previously Filed Annual Report") for the year ended December 31, 2012 to reflect this change in classification for the disposal groups to discontinued operations for all periods presented in the following sections:

Part II, Item 6. Selected Historical Financial and Operating Data,

Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and

Part II, Item 8. Financial Statements and Supplementary Data.

As this Current Report on Form 8-K is being filed only for the purpose described above, and only affects the Items specified above, the other information in the Previously Filed Annual Report remains unchanged. No attempt has been made in this Current Report on Form 8-K to modify or update disclosures in the Previously Filed Annual Report except for within the Items noted above. This Current Report on Form 8-K does not reflect events occurring after the filing of the Previously Filed Annual Report or modify or update any related disclosures. Information within the Previously Filed Annual Report not affected by this Current Report on Form 8-K is unchanged and reflects the disclosure made at the time of the filing of the Previously Filed Annual Report. Accordingly, this Current Report on Form 8-K should be read in conjunction with the Previously Filed Annual Report and Partnership filings made with the Securities and Exchange Commission subsequent to the filings of the Previously Filed Annual Report. In addition, on September 16, 2013, the Partnership filed a separate Current Report on Form 8-K for the purpose of recasting certain information to reflect the change in classification of the disposal groups to discontinued operations for all periods presented within certain sections of the Partnership's Quarterly Report on Form 10-Q for the year month ended March 31, 2013.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. See "Exhibits Index" attached to this Current Report on Form 8-K, which is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

American Midstream Partners, LP

By: American Midstream GP, LLC,  
its General Partner

By: /s/ Daniel C. Campbell

Name: Daniel C. Campbell

Title: Senior Vice President and Chief Financial Officer

Date: October 1, 2013

Exhibit Index

Exhibit Number      Description

23.1 Consent of PricewaterhouseCoopers LLP

99.1 Updated Selected Historical Financial and Operating Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and Financial Statements and Supplementary Data of our Annual Report on Form 10-K for the year ended December 31, 2012

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document