Revers Daniel R Form 4 August 16, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * ARCLIGHT ENERGY PARTNERS FUND V, L.P.

2. Issuer Name and Ticker or Trading Symbol

American Midstream Partners, LP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[AMID] (Last) (First) (Middle)

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

08/14/2017

_X__ Director _X__ 10% Owner Officer (give title __X_ Other (specify below) below)

SEE REMARKS

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

BOSTON, MA 02117

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Street)

any

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

Person

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

or Code V Amount (D)

(Instr. 3 and 4) Price

(A)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	(1)	08/14/2017		J <u>(1)</u>	95,701	<u>(1)</u>	<u>(1)</u>	Common Units (limited partner interests)	106,745
Series A-2 Convertible Preferred Units	(3)	08/14/2017		J <u>(3)</u>	41,001	(3)	<u>(3)</u>	Common Units (limited partner interests)	45,733

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ARCLIGHT ENERGY PARTNERS FUND V, L.P. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		SEE REMARKS	
Magnolia Infrastructure Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X			
Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X			
High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		See Remarks	
American Midstream GP, LLC 2103 CITYWEST BLVD. BLDG. 4, SUITE 800 HOUSTON, TX 77042	X	X			
ArcLight Capital Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC	X	X			

Reporting Owners 2

X

X

200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117

ArcLight Capital Partners, LLC

200 CLARENDON STREET, 55TH FLOOR X X

BOSTON, MA 02117

Revers Daniel R

C/O ARCLIGHT CAPITAL PARTNERS, LLC

200 CLARENDON STREET, 55TH FLOOR

BOSTON, MA 02117

Signatures

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

**Signature of Reporting Person

08/14/2017

Date

MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC By: Daniel R. Revers, President /s/

Daniel R. Revers, President

08/14/2017

Date

**Signature of Reporting Person

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

Daniel R. Revers

08/14/2017

**Signature of Reporting Person

Date

AMERICAN MIDSTREAM GP, LLC Eric T. Kalamaras, Senior Vice President and Chief

Financial Officer

08/14/2017

**Signature of Reporting Person

Date

ARCLIGHT CAPITAL HOLDINGS, LLC By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner By: Daniel Revers, Managing Partner /s/ Daniel R. Revers

08/14/2017

**Signature of Reporting Person

Date

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

Daniel R. Revers

08/14/2017

**Signature of Reporting Person

ARCLIGHT ENERGY PARTNERS FUND V, L.P. By: ArcLight PEF GFP V, LLC, its

General Partner By: ArcLight Capital Holdings LLC, its Manager By: Daniel R. Revers, Managing Partner /s/ Daniel R. Revers

08/14/2017

**Signature of Reporting Person

Date

/s/ Daniel R. Revers

08/14/2017

**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).
- 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 into common units of American Midstream Partners, LP (the "Issuer") ("Common Units") at a conversion ratio of 1:1.1154 at any time.

Signatures 3

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- (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.
- Represents Series A-2 Convertible Preferred Units (the "Series A-2 Units") held by Magnolia Infrastructure Partners, LLC

 ("Magnolia") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-2 Units owned on the distribution record date. The Series A-2 Units have no expiration date and are convertible into Common Units at a conversion ratio of 1:1.1154 at any time.
- (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

Remarks:

ArcLight Capital Holdings, LLC ("ArcLight Holdings") is the sole manager and member of ArcLight Capital Parnters, LLC ("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.