

Revers Daniel R
 Form 4
 February 16, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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 [AMID]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2018

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

SEE REMARKS

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

(Street)

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

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

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

BOSTON, MA 02117

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | Price |
| | | | Code | V | | | |

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

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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 | (1) | 02/14/2018 | | A | 203,252 | (1) | (1) | Common Units (limited partner interests) | 233,537 |
| Series A-2 Convertible Preferred Units | (2) | 02/14/2018 | | A | 87,079 | (2) | (2) | Common Units (limited partner interests) | 100,054 |
| Series C Convertible Preferred Units | (3) | 02/14/2018 | | A | 276,195 | (3) | (3) | Common Units (limited partner interests) | 288,789 |

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 |
| | X | X | | |

AMID GP Holdings, LLC
 C/O ARCLIGHT CAPITAL PARTNERS, LLC
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

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

Revers Daniel R
 C/O ARCLIGHT CAPITAL PARTNERS, LLC
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

X X

Signatures

/s/ Daniel R. Revers FUND V By: ArcLight PEF GP V, LLC, its General Partner By:
 ArcLight Capital Holdings, LLC, its Manager By: ACHP II, L.P., its Managing Member By:
 ACH GP, LLC, its General Partner By: Daniel R. Revers, Manager

02/14/2018

__Signature of Reporting Person

Date

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

02/14/2018

__Signature of Reporting Person

Date

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

02/14/2018

__Signature of Reporting Person

Date

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

02/14/2018

__Signature of Reporting Person

Date

/s/ Daniel R. Revers AMID GP HOLDINGS, LLC By: Arclight PEF GP V, LLC, its General
 Partner By: Arclight Capital Holdings, LLC, its Manager By: ACHP II L.P. its Managing
 Member By: ACH GP, LLC, its General Partner By: Daniel R. Revers, Manager

02/14/2018

__Signature of Reporting Person

Date

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

02/14/2018

__Signature of Reporting Person

Date

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

02/14/2018

__Signature of Reporting Person

Date

/s/ Daniel R. Revers

02/14/2018

__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 into common units of American Midstream Partners, LP (the "Issuer") ("Common Units") at a conversion rate of 1:1.1490 at any time.
- (2) 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 in whole or in part into common units of American Midstream Partners, LP (the "Issuer") ("Common Units") at a conversion ratio of 1:1.1490 at any time.
- (3) Represents Series C Convertible Preferred Units (the "Series C Units") held by Magnolia Infrastructure Holdings, LLC ("Magnolia Holdings") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series C Units owned on the distribution record date. The Series C Units have no expiration date and are convertible in whole or part into common units of American Midstream Partners, LP (the "Issuer") ("Common Units") at a conversion ratio of 1:1.0456 at any time.

Remarks:

(A) ArcLight Capital Holdings, LLC ("ArcLight") is the sole manager and member of ArcLight Capital Partners, LLC ("ArcLight Fund V, L.P. ("Fund V"), the "ArcLight Entities"). ArcLight Partners is the investment adviser to Fund V. ArcLight Holdings, ArcLight Partners, and a managing partner of ArcLight Partners and has certain voting and dispositive rights as a member of ("Busbar") and Magnolia Holdings, which owns Magnolia. Fund V, through Magnolia, also owns approximately 90% of the o Magnolia Holdings, own respectively, approximately 77% and 23% of American Midstream GP, LLC (the "General Partner") may be deemed to indirectly beneficially own the securities of the Issuer held by Magnolia Holdings, Busbar, Magnolia, HPIP their respective pecuniary interests therein. (B) Some of the entity names in the signature blocks have been abbreviated due to complete legal names of such entities.

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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