

DAVIS BARRY E
Form 4
January 29, 2019

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 *
DAVIS BARRY E

2. Issuer Name and Ticker or Trading Symbol
EnLink Midstream, LLC [ENLC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1722 ROUTH STREET, SUITE
1300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2019

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

DALLAS, TX 75201

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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|--------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Units | 01/25/2019 | | A ⁽¹⁾⁽²⁾ | | 735,938 ⁽³⁾ | A | ⁽¹⁾ ⁽²⁾ 1,796,515 | D | |
| Common Units | 01/25/2019 | | A ⁽¹⁾⁽²⁾ | | 57,549 | A | ⁽¹⁾ ⁽²⁾ 964,724 | I | By MK Holdings, LP ⁽⁴⁾ ⁽⁵⁾ |

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS BARRY E 1722 ROUTH STREET SUITE 1300 DALLAS, TX 75201 | X | | Executive Chairman | |

Signatures

/s/ Barry E. Davis 01/29/2019

**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) The Reporting Person acquired beneficial ownership of 793,487 common units representing limited liability company interests ("Common Units") in EnLink Midstream, LLC (the "Issuer") as consideration in the merger (the "Merger") of NOLA Merger Sub, LLC ("Merger Sub") with and into EnLink Midstream Partners, LP ("ENLK"), with ENLK surviving the merger as a subsidiary of the Issuer. The Merger was effected pursuant to the Agreement and Plan of Merger, dated as of October 21, 2018 (the "Merger Agreement"), by and among the Issuer, EnLink Midstream Manager, LLC, Merger Sub, ENLK, and EnLink Midstream GP, LLC. The Merger closed on January 25, 2019 and was effective as of 9:30 a.m. Central Time on that date (the "Effective Time").

(2) (Continued from Footnote 1) At the Effective Time, (i) each common unit representing a limited partner interest in ENLK ("ENLK Common Unit") held by the Reporting Person immediately prior to the Merger converted into the right to receive 1.15 (the "Exchange Ratio") Common Units, and (ii) as further described in the Merger Agreement, each Restricted Incentive Unit under ENLK's long-term incentive plan (an "ENLK RIU") held by the Reporting Person immediately prior to the Merger converted into an award with respect to Common Units with substantially the same terms as such ENLK RIU, but subject to adjustment to take into account the Exchange Ratio.

(3) Includes 115,044 unvested Restricted Incentive Units with respect to Common Units of which the Reporting Person acquired beneficial ownership as a result of the conversion at the Effective Time of the unvested ENLK RIUs held by the Reporting Person immediately prior to the Effective Time, of which (i) 58,928 will vest on January 1, 2020 and (ii) 56,116 will vest on January 1, 2021.

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- (4) These Common Units are held by MK Holdings, LP, a family limited partnership, which the Reporting Person controls.

The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The

- (5) inclusion of these Common Units in this report shall not be deemed an admission of beneficial ownership of all of the reported Common Units for purposes of Section 16 or for any other purpose.

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.