

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

Form 4

February 19, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
American Midstream Partners, LP
[AMID]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEE REMARKS

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

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

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)
				(A) or (D)	Code V Amount (D) Price		

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

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information contained in this form are not
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SEC 1474
(9-02)

**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	<u>(1)</u>	02/15/2019		A		232,751		<u>(1)</u>	<u>(1)</u>	Common Units (limited partner interests)	281,861
Series A-2 Convertible Preferred Units	<u>(2)</u>	02/15/2019		A		99,717		<u>(2)</u>	<u>(2)</u>	Common Units (limited partner interests)	127,747
Series C Convertible Preferred Units	<u>(3)</u>	02/15/2019		A		272,688		<u>(3)</u>	<u>(3)</u>	Common Units (limited partner interests)	273,069

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		
Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117		X		
High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117		X		
		X		

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

ArcLight Capital Partners, LLC
200 CLARENDON STREET, 55TH FLOOR X
BOSTON, MA 02117

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

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 02/19/2019

__Signature of Reporting Person Date

/s/ Daniel R. Revers, President MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC By:
Daniel R. Revers, President 02/19/2019

__Signature of Reporting Person Date

/s/ Daniel R. Revers MAGNOLIA INFRASTRUCTURE PARTNERS, LLC By: Daniel R.
Revers, President 02/19/2019

__Signature of Reporting Person Date

/s/ Daniel R. Revers HIGH POINT INFRASTRUCTURE PARTNERS, LLC By: Daniel R.
Revers, President 02/19/2019

__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 02/19/2019

__Signature of Reporting Person Date

/s/ Daniel R. Revers ARCLIGHT CAPITAL PARTNERS, LLC By: Daniel R. Revers,
Managing Partner 02/19/2019

__Signature of Reporting Person Date

/s/ Daniel R. Revers 02/19/2019

__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) 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 1:1.2811 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

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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 1:1.2811 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 1:1.0014 at any time.

Remarks:

(A) ArcLight Capital Holdings, LLC ("ArcLight") is the sole manager and member of ArcLight Capital Partners, LLC ("ArcL

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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