

American Midstream Partners, LP  
Form SC 13D/A  
November 18, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 8)\***

**American Midstream Partners, LP**  
**(Name of issuer)**

**Common Units Representing Limited Partner Interests**  
**(Title of class of securities)**

**02752P 100**  
**(CUSIP number)**

**Christine Miller**

**Magnolia Infrastructure Partners, LLC**

**c/o ArcLight Capital Partners**

**200 Clarendon Street, 55th Floor**

**Boston, MA 02117**

**(617) 531-6338**

**(Name, address and telephone number of person authorized to receive notices and communications)**

**November 13, 2015**

**(Date of event which requires filing of this statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box: "

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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**SCHEDULE 13D**

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)   
3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0  
8. Shared voting power

Owned by

Each

11,178,990 (See Note 1)  
Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

11,178,990 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

11,178,990 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,762,503 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 40,985,898 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 2,762,503 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

**SCHEDULE 13D**

1. Name of Reporting Person; S.S. or IRS Identification

High Point Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

7,797,566 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

7,797,566 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

7,797,566 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

20.4% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ) and 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point.

Note 2: Based on 38,223,395 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015 and (c) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

CUSIP NO. 02752P 100

**SCHEDULE 13D**

1. Name of Reporting Person; S.S. or IRS Identification

American Midstream GP, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

1,349,609 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

1,349,609 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,349,609 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

4.2% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, the Issuer s general partner (the General Partner ).

Note 2: Based on 31,775,438 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on November 9, 2015 and (b) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.



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**SCHEDULE 13D**

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Energy Partners Fund V, L.P.

2. Check the appropriate box if a member of a group

(a)  (b)   
3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0  
8. Shared voting power

Owned by

Each

11,178,990 (See Note 1)  
Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

11,178,990 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

11,178,990 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,762,503 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 40,985,898 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 2,762,503 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

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**SCHEDULE 13D**

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight PEF GP V, LLC

2. Check the appropriate box if a member of a group

(a)  (b)   
3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0  
8. Shared voting power

Owned by

Each 11,178,990 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

11,178,990 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

11,178,990 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,762,503 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 40,985,898 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 2,762,503 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

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**SCHEDULE 13D**

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Holdings, LLC

2. Check the appropriate box if a member of a group

(a)  (b)   
3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

11,178,990 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

11,178,990 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

11,178,990 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,762,503 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 40,985,898 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 2,762,503 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

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**SCHEDULE 13D**

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)   
3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0  
8. Shared voting power

Owned by

Each 11,178,990 (See Note 1)  
Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

11,178,990 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

11,178,990 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,762,503 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 40,985,898 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 2,762,503 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.



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**SCHEDULE 13D**

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

Daniel R. Revers

2. Check the appropriate box if a member of a group

(a)  (b)   
3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

11,178,990 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

11,178,990 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

11,178,990 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 6,447,957 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,762,503 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, 1,349,609 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 40,985,898 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 30,425,829, the number of Common Units outstanding as of November 6, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015, (b) 6,447,957 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 2,762,503 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 13, 2015 and (d) 1,349,609 Common Units issuable upon the conversion of Series B Units outstanding as of November 13, 2015.

This Amendment No. 8 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015, Amendment No. 3 filed on April 3, 2015, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015, Amendment No. 6 filed on August 19, 2015 and Amendment No. 7 filed on September 17, 2015 (as amended, this Schedule 13D ), filed with respect to the common units representing limited partner interests ( Common Units ) of American Midstream Partners, LP (the Issuer ).

**ITEM 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby supplemented as follows:

On November 13, 2015, the Issuer paid quarterly in-kind distributions on the Series A-1 Convertible Preferred Units held by High Point Infrastructure Partners, LLC ( HPIP ) in the amount of 196,106 Series A-1 Convertible Preferred Units, the Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC ( Magnolia ) in the amount of 84,018 Series A-2 Convertible Preferred Units and the Series B Convertible Preferred Units held by American Midstream GP, LLC (the General Partner ) in the amount of 24,384 Series B Convertible Preferred Units, in accordance with the terms and conditions of the Fifth Amended and Restated Agreement of Limited Partnership of the Issuer dated July 27, 2015.

**ITEM 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended as follows:

(a)-(c) The information contained on the cover pages to this Schedule 13D are incorporated herein by reference.

**ITEM 7. Material to be Filed as Exhibits.**

See the Exhibit Index following the signature pages hereto.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 17, 2015

AMERICAN MIDSTREAM GP, LLC

/s/ William B. Mathews  
William B. Mathews, Senior Vice

President, General Counsel and Secretary

HIGH POINT INFRASTRUCTURE

PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE

PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V,  
L.P.

By: ArcLight PEF GP V, L.P.  
its General Partner

By: ArcLight Capital Holdings, LLC  
its Manager

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC  
its Manager

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers  
Daniel R. Revers

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

1. Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 3 to Schedule 13D filed by the reporting persons on April 2, 2015)