

American Midstream Partners, LP  
Form SC 13D/A  
December 06, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 17)\***

**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)**

**December 1, 2016**

**(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.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

13,078,654 (See Note 1)

Reporting    9. Sole dispositive power

Person

With:            0

10. Shared dispositive power

13,078,654 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

13,078,654 (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

30.9% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common Units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 42,347,145 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016 and (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

Magnolia Infrastructure 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

24,210,347 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

24,210,347 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

24,210,347 (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

45.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units ( Series C Units ) held directly by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units ( Series D Units ) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Series C Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of Series D Units outstanding as of October 31, 2016.

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

9,127,462 (See Note 1)  
9. Sole dispositive power

Person

With: 0  
10. Shared dispositive power

9,127,462 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,127,462 (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

23.4% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), and 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, taking into account the transactions discussed in Item 3.

Note 2: Based on 39,014,874 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016 and (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016.



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

4.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

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

Note 2: Based on 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units ( Series C Units ) held directly by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units ( Series D Units ) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC ( Busbar ), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units ( Series C Units ) held directly by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units ( Series D Units ) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC ( Busbar ), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units ( Series C Units ) held directly by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units ( Series D Units ) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC ( Busbar ), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.



CUSIP NO. 02752P 100

SCHEDULE 13D

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

Reporting 26,466,101 (See Note 1)  
9. Sole dispositive power

Person

With: 0  
10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units ( Series C Units ) held directly by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units ( Series D Units ) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC ( Busbar ), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 7,777,853 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,031,542 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units ( Series C Units ) held directly by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units ( Series D Units ) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC ( Busbar ), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

This Amendment No. 17 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, Amendment No. 7 filed on September 17, 2015, Amendment No. 8 filed on November 18, 2015, Amendment No. 9 filed on December 22, 2015, Amendment No. 10 filed on January 6, 2016, Amendment No. 11 filed on January 11, 2016, Amendment No. 12 filed on February 1, 2016, Amendment No. 13 filed on February 24, 2016, Amendment No. 14 filed on April 27, 2016, Amendment No. 15 filed on May 18, 2016 and Amendment No. 16 filed on November 3, 2016 (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 Considerations.**

Item 3 is hereby supplemented as follows:

On November 14, 2016, the Issuer paid quarterly in-kind distributions on (i) the Series A-1 Convertible Preferred Units held by High Point Infrastructure Partners, LLC in the amount of 109,399 Series A-1 Convertible Preferred Units, (ii) the Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC in the amount of 46,870 Series A-2 Convertible Preferred Units and (iii) the Series C Convertible Preferred Units held by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ) in the amount of 127,737 Series C Convertible Preferred Units in accordance with the terms and conditions of the Fifth Amended and Restated Agreement of Limited Partnership of the Issuer (as amended, the Partnership Agreement ).

On December 1, 2016, AIM Midstream Holdings, LLC ( AIM ) entered into a Unit Purchase Agreement (the Purchase Agreement ) with Busbar II, LLC ( Busbar ), pursuant to which Busbar purchased 626,304 common units of the Issuer ( Common Units ) at a per unit price of \$14.32. Busbar used cash on hand to purchase the Common Units.

The foregoing is a summary only and the terms and conditions of the Purchase Agreement are qualified in their entirety by reference to the Purchase Agreement, which is incorporated by reference into this Schedule 13D as set forth in Item 7 wherever such references and descriptions appear.

**ITEM 4. Purpose of Transaction.**

The information set forth or incorporated in Item 3 is incorporated herein by reference.

**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: December 6, 2016

AMERICAN MIDSTREAM GP, LLC

/s/ Regina Gregory  
Regina Gregory, 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

MAGNOLIA INFRASTRUCTURE  
HOLDINGS, 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. 14 to Schedule 13D filed by the reporting persons on April 27, 2016)
2. Unit Purchase Agreement between AIM Midstream Holdings, LLC and Busbar II, LLC dated December 1, 2016