

EnLink Midstream, LLC
Form 4
February 04, 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 *
EnLink Midstream, LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2019

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

(Street)
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	01/31/2019		A		55,827,221	A	<u>(1)</u>
					144,355,672	D	<u>(2)</u> <u>(3)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EnLink Midstream, LLC 1722 ROUTH STREET SUITE 1300 DALLAS, TX 75201	X	X		

Signatures

/s/ Michael J. Garberding, President and Chief Executive Officer

02/04/2019

**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).

On January 31, 2019, the Issuer entered into a Contribution Agreement (the "Drop-Down Agreement") with EnLink Midstream, LLC ("ENLC"), pursuant to which ENLC contributed, assigned, and transferred its 16.129% limited partner interest (the "Contributed Interests"), with an aggregate value of approximately \$685,000,000, in EnLink Oklahoma Gas Processing, LP ("EOGP"), to EnLink

- (1) Midstream Operating, LP, a wholly-owned subsidiary of the Issuer ("EnLink Midstream Operating"). As consideration for the Contributed Interests, the Issuer issued 55,827,221 common units representing limited partner interests in ENLK ("Common Units") to ENLC. After giving effect to the closing of the transactions contemplated by the Drop-Down Agreement, EnLink Midstream Operating owns 100% of the limited partner interests in EOGP.

The Common Units are held of record by ENLC. Global Infrastructure Investors III, LLC ("Global Investors") is the sole general partner of Global Infrastructure GP III, L.P., which is the general partner of each of GIP III Stetson Aggregator I, L.P. and GIP III Stetson Aggregator II, L.P., which are the managing members of GIP III Stetson GP, LLC, which is the general partner of GIP III Stetson I, L.P., which is the sole member of EnLink Midstream Manager, LLC, which is the managing member of ENLC. As a result, each of the foregoing entities may be deemed to beneficially own the Common Units held by ENLC. Adebayo Ogunlesi, Jonathan Bram, William Brilliant, Matthew Harris, Michael McGhee, Rajaram Rao, William Woodburn, Salim Samaha and Robert O'Brien, as the voting members of the Investment Committee of Global Investors, may be deemed to share beneficial ownership of the Common Units beneficially owned by Global Investors. Each expressly disclaims any such beneficial ownership.

- (3) Because ENLC, for which EnLink Midstream Manager, LLC is the managing member, has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer, ENLC may be deemed a director by deputization.

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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