

American Midstream Partners, LP
Form SC 13D/A
December 22, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 9)*

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 21, 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.

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

12,078,504 (See Note 1)
9. Sole dispositive power

Person

With:

0
10. Shared dispositive power

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (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

28.8% (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), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 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.

Note 2: Based on 41,885,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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 8,427,288 (See Note 1)
Reporting 9. Sole dispositive power

Person

With: 0
10. Shared dispositive power

8,427,288 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,427,288 (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

21.7% (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), convertible into 7,077,679 Common Units, which are 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 38,853,117 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) 7,077,679 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

Reporting 1,349,609 (See Note 1)
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.

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

Reporting 9. 12,078,504 (See Note 1)
Sole dispositive power

Person

With:

0
10. Shared dispositive power

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (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

28.8% (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), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 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.

Note 2: Based on 41,855,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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

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

Reporting 12,078,504 (See Note 1)
9. Sole dispositive power

Person

With:

0
10. Shared dispositive power

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (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

28.8% (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), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 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.

Note 2: Based on 41,885,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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

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

12,078,504 (See Note 1)
9. Sole dispositive power

Reporting

Person

With:

0
10. Shared dispositive power

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (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

28.8% (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), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 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.

Note 2: Based on 41,885,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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

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 12,078,504 (See Note 1)
9. Sole dispositive power

Person

With:

0
10. Shared dispositive power

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (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

28.8% (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), convertible into 7,077,679 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 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.

Note 2: Based on 41,885,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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

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

12,078,504 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

12,078,504 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,078,504 (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

28.8% (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), convertible into 7,077,670 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,762,503 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,032,295 Common Units, 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.

Note 2: Based on 41,885,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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. 9 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 and Amendment No. 8 filed on November 18, 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 4. Purpose of the Transaction.

Item 4 is hereby supplemented as follows:

On December 21, 2015, ArcLight Capital Partners, LLC (ArcLight) issued a press release announcing a unit purchase program in which affiliates of ArcLight may purchase up to \$75 million of the Issuer s Common Units. It is expected that the unit purchases will initially be effected by Busbar II, LLC (Busbar), a wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P., and are expected to commence the week of December 21, 2015. Common Units may be purchased under the program in open market transactions, in privately negotiated transactions or otherwise. The amount and timing of any unit purchases by ArcLight s affiliates, including Busbar, may vary and will be determined based on market conditions, unit price and other factors. The program does not require ArcLight s affiliates to purchase a specific number of Common Units. There can be no assurance that ArcLight s affiliates will purchase any units under the program, and the program may be modified or suspended at any time without prior notice. Any units purchased under the program by ArcLight s affiliates will not impact the total number of units outstanding.

ITEM 5. Interest in Securities of the Issuer.

Item 5(a) and (b) of the Schedule 13D is hereby amended and restated as follows:

(a)-(b) The information contained on the cover pages to this Schedule 13D are incorporated herein by reference. The following disclosure is based on 41,885,412 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) 7,077,679 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 13, 2015, (c) 3,032,295 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.

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 22, 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