

American Midstream Partners, LP
 Form 4
 March 10, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2017

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

SEE REMARKS

(Street)
BOSTON, MA 02117

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 Ownership (Instr. 4)
Common Units (Limited Partner Interests)	03/08/2017		J(1)	9,753,425 (1)	A \$ 0 13,977,709 (2) (3)	I	See Footnote (4)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

BOSTON, MA 02117

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

American Midstream GP, LLC
 ATTENTION: REGINA GREGORY X X
 2103 CITYWEST BLVD., BLDG. 4 - 7TH FLR
 HOUSTON, TX 77042

Signatures

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC, By: Daniel R. Revers, President 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Regina Gregory, AMERICAN MIDSTREAM GP, LLC, By: Regina Gregory, Senior Vice President 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT ENERGY PARTNERS FUND V, L.P., By: ArcLight PEF GP V, LLC, its General Partner, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner 03/10/2017
 Date
 __Signature of Reporting Person

/s/ Daniel R. Revers 03/10/2017
 Date
 __Signature of Reporting Person

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) Upon the completion of the acquisition of JP Energy Partners LP ("JPE") by the Issuer pursuant to that certain Agreement and Plan of Merger, dated as of October 23, 2016, by and among the Issuer, American Midstream GP, LLC, JPE, JPE Energy GP II LLC, Argo Merger Sub, LLC and Argo Merger GP Sub, LLC, 3,674,187 JPE common units and 14,992,654 JPE subordinated units owned by Magnolia Infrastructure Holdings, LLC ("Magnolia Holdings"), a direct, wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P. ("Fund V"), were converted into a total of 9,753,425 common units of the Issuer.

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- Does not include (i) 7,187,358 Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP"), which do not have an expiration date and are convertible in whole or in part on an approximate 1.1027:1 basis into common units at any time after January 1, 2014, (ii) 3,079,284 Series A-2 Convertible Preferred Units held by Magnolia (as defined below), which do not have an expiration date and are convertible in whole or in part on an approximate 1.1027:1 basis into common units at any time, (iii) 8,792,205 Series C Convertible Preferred Units (the "Series C Units")
- (2)
- (Continued from Footnote 2) held by Magnolia Holdings, which do not have an expiration date and are convertible in whole or in part on an approximate 1:1.0036 basis into common units at any time and (iv) 2,333,333 Series D Convertible Preferred Units (the "Series D Units") held by Magnolia Holdings which are convertible in whole or in part on one-for-one basis, subject to anti-dilution and certain other adjustments, into common units at any time after June 30, 2017. On or prior to June 30, 2017, subject to certain restrictions, the Issuer may exercise the right to require Magnolia Holdings to sell, assign and transfer all or a portion of the then outstanding Series D Units.
- (3)
- Busbar directly owns 2,255,754 common units out of the 13,977,709 common units reflected in Column 5. Magnolia Infrastructure Partners, LLC, an indirect, wholly owned subsidiary of Fund V ("Magnolia"), directly owns 618,921 common units out of the 13,977,709 common units reflected in Column 5. American Midstream GP, LLC (the "General Partner") directly owns 1,349,609 common units out of the 13,977,709 common units reflected in Column 5.
- (4)

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.