

American Midstream Partners, LP
Form 8-K
January 31, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (date of earliest event reported): January 25, 2018

AMERICAN MIDSTREAM PARTNERS, LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35257
(Commission
File No.)

27-0855785
(IRS Employer
Identification No.)

2103 CityWest Blvd., Bldg. 4, Suite 800

Houston, Texas

77042

(Address of principal executive offices)
(346) 241-3400

(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 25, 2018, American Midstream Partners, LP (AMID) entered into Amendment No. 8 (the LPA Amendment) to its Fifth Amended and Restated Agreement of Limited Partnership (as amended, the Partnership Agreement), effective as of December 31, 2017. The LPA Amendment provides that, with respect to the Quarter (as defined in the Partnership Agreement) ended June 30, 2016 and for each Quarter thereafter through and including the Quarter ended December 31, 2018, in the discretion of the general partner of AMID and upon the consent of the Series C Unitholder (as defined in the Partnership Agreement), the Series C Quarterly Distribution (as defined in the Partnership Agreement) on each Outstanding Series C Preferred Unit (as defined in the Partnership Agreement) may be paid partially or entirely in a number of Series C PIK Units (as defined in the Partnership Agreement) equal to the Series C PIK Payment Amount (as defined in the Partnership Agreement). Otherwise, during such period, the Series C PIK Quarterly Distribution (as defined in the Partnership Agreement) on each Outstanding Series C Preferred Unit will be paid in cash in an amount equal to the Series C Distribution Rate (as defined in the Partnership Agreement). With respect to the Quarter ending March 31, 2019 and all quarters thereafter, the Series C Quarterly Distributions will be paid entirely in cash at the Series C Distribution Rate. The foregoing description of the LPA Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the LPA Amendment, which is attached hereto as Exhibit 3.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	<u>Amendment No. 8 to the Fifth Amended and Restated Agreement of Limited Partnership of American Midstream Partners, LP, dated January 25, 2018 and effective as of December 31, 2017.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN MIDSTREAM PARTNERS, LP

By: **AMERICAN MIDSTREAM GP, LLC**

its General Partner

By: /s/ Eric Kalamaras

Name: Eric Kalamaras

Title: Senior Vice President and
Chief Financial Officer

January 31, 2018