

American Midstream Partners, LP  
Form 8-K  
December 06, 2011

**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): December 1, 2011

**AMERICAN MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35257**  
(Commission  
File Number)

**27-0855785**  
(I.R.S. Employer  
Identification No.)

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**1614 15th Street, Suite 300**

**Denver, Colorado 80202**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (720) 457-6060**

**80202**  
(Zip 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 (see General Instruction A.2. below):

- .. 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))

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On December 1, 2011, American Midstream Partners, LP (the Partnership ) completed its acquisition, effective as of November 1, 2011, of a 50.0% undivided interest in the Burns Point Gas Plan in St. Mary Parish, Louisiana from Marathon Oil Company (the Seller ) at a purchase price of \$35.5 million in cash, subject to certain adjustments as provided for in the Purchase and Sale Agreement, dated November 15, 2011, between the Seller and the Partnership. The Partnership drew down on its revolving credit facility to fund the purchase price.

**Item 8.01. Other Events.**

On December 1, 2011, the Partnership issued a press release announcing the completion of the acquisition described under Item 2.01 of this Current Report on Form 8-K. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

*(a) (b) Financial Statements of Businesses Acquired; Pro Forma Financial Information.*

Pursuant to Item 9.01(a)(4) and Item 9.01(b)(2) of Form 8-K, the Partnership will amend this filing not later than 71 calendar days after December 7, 2011 to file the financial statements required by Rule 3-05(b) of Regulation S-X and Article 11 of Regulation S-X.

*(d) Exhibits.*

See Index to Exhibits attached to this Current Report on Form 8-K, which is incorporated by reference herein.

**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*

Date: December 6, 2011

By: /s/ William B. Mathews

Name: William B. Mathews

Title: Secretary, General Counsel and Vice President of

Legal Affairs

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	American Midstream Partners, LP press release dated December 1, 2011.