American Midstream Partners, LP Form SC 13D/A September 28, 2018

## **UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 22)\*

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)

## **September 27, 2018**

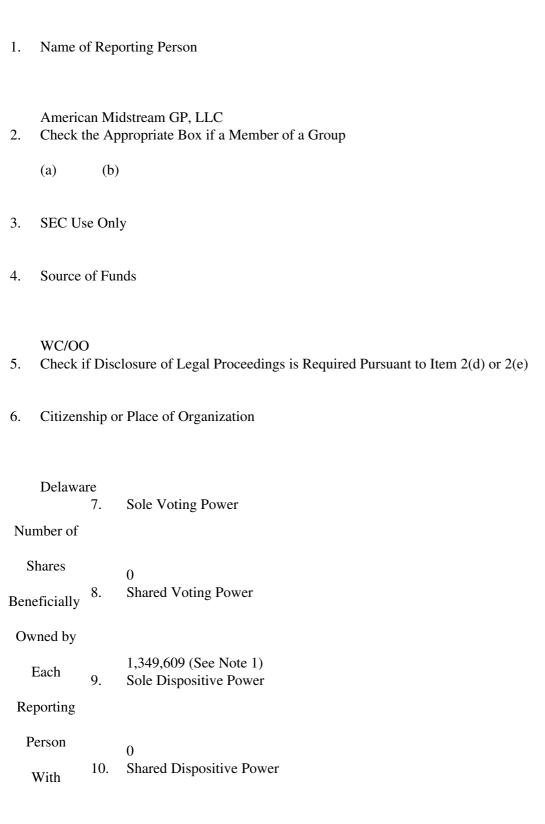
(Date of Event Which Requires Filing of This Statement)

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 (<u>Act</u>) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

## SCHEDULE 13D



1,349,609 (See Note 1)

1,349,609 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

2.5% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 common units of the Issuer (<u>Common Uni</u>ts) held by American Midstream GP, LLC, the Issuer s general partner.

Note 2: Based on 52,981,070 Common Units outstanding as of August 6, 2018.

# SCHEDULE 13D

Name of Reporting Person		
		propriate Box if a Member of a Group
SEC Use Only		
Source of Funds		
		closure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)
Citizenship or Place of Organization		
Delawa	re 7.	Sole Voting Power
hares		
eficially	8.	0 Shared Voting Power
Owned by		
Each	9.	1,349,609 (See Note 1) Sole Dispositive Power
porting		
erson		0
With	10.	Shared Dispositive Power
	AMID Check to (a)  SEC Use Source  WC/OC Check in Citizens:  Delaware and the continue of the	AMID GP Ho Check the Ap (a) (b)  SEC Use Onl  Source of Fur  WC/OO Check if Disc  Citizenship of  Delaware 7.  mber of hares eficially rned by Each 9. porting erson

1,349,609 (See Note 1)

1,349,609 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

2.5% (See Note 2)

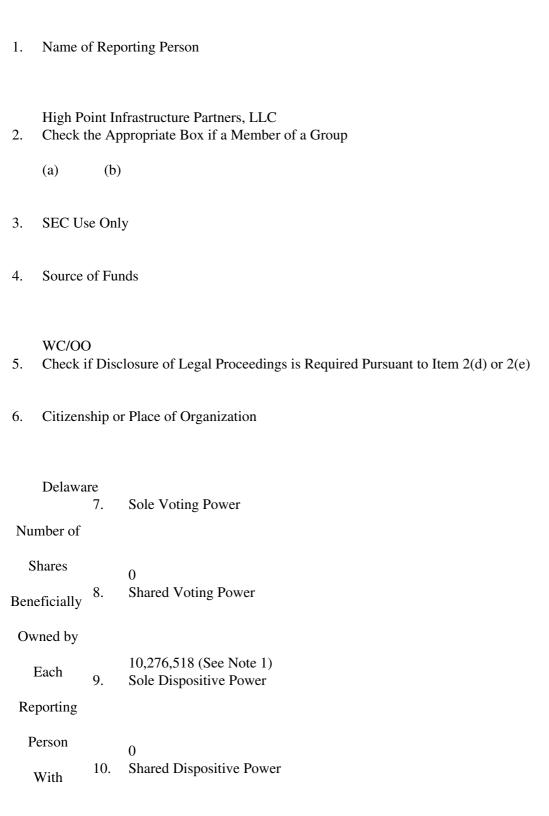
14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 common units of the Issuer (<u>Common Uni</u>ts) held by American Midstream GP, LLC, which is approximately 23% owned by AMID GP Holdings, LLC.

Note 2: Based on 52,981,070 Common Units outstanding as of August 6, 2018.

#### SCHEDULE 13D



10,276,518 (See Note 1)

10,276,518 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

16.6% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-l Convertible Preferred Units (<u>Series A-l Units</u>) held by High Point Infrastructure Partners, LLC (<u>High Point</u>), convertible into 8,926,909 common units of the Issu<u>er (Common Units</u>) and 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point.

Note 2: Based on 61,907,979 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018 and (b) 8,926,909 Common Units issuable upon the conversion of Series A-l Units outstanding.

# SCHEDULE 13D

1.	Name of Reporting Person		
2.	Magnolia Infrastructure Partners, LLC Check the Appropriate Box if a Member of a Group  (a) (b)		
3.	SEC Us		y
4.	Source of Funds		
5.	WC/OO Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)		
6.	Citizenship or Place of Organization		
Nur	Delawa	re 7.	Sole Voting Power
	hares	8.	0 Shared Voting Power
F	ened by Each corting	9.	14,719,998 (See Note 1) Sole Dispositive Power
	erson With	10.	0 Shared Dispositive Power

14,719,998 (See Note 1)

14,719,998 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

22.3% (See Note 2)

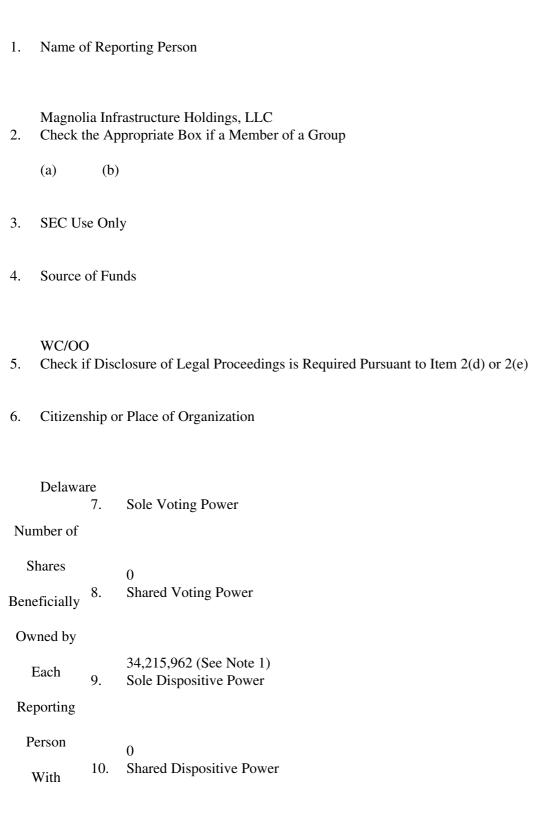
14. Type of Reporting Person

## OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (<u>Series A-1 Units</u>) held by High Point Infrastructure Partners, LLC (<u>High Point</u>), convertible into 8,926,909 common units of the Issu<u>er (Common Units</u>), which are indirectly owned by Magnolia Infrastructure Partners, LLC (<u>Magnolia</u>), 3,302,158 Series A-2 Convertible Preferred Units (<u>Series A-2 Units</u>) held by Magnolia, convertible into 3,824,559 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 65,732,538 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding and (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding.

#### SCHEDULE 13D



34,215,962 (See Note 1)

34,215,962 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

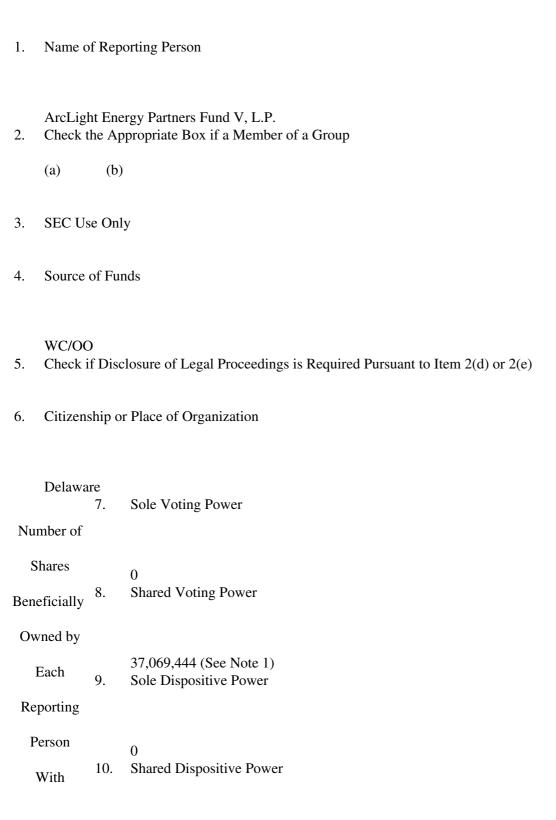
45.3% (See Note 2)

14. Type of Reporting Person

#### OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-l Convertible Preferred Units (<u>Series A-l Units</u>) held by High Point Infrastructure Partners, LLC (<u>High Point</u>), convertible into 8,926,909 common units of the Issuer (<u>Common Units</u>), which are indirectly owned by Magnolia Infrastructure Partners, LLC (<u>Magnolia</u>), 3,302,158 Series A-2 Convertible Preferred Units (<u>Series A-2 Units</u>) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (<u>Series C Units</u>) held by Magnolia Infrastructure Holdings, LLC (<u>Magnolia Holdings</u>), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia.

#### SCHEDULE 13D



37,069,444 (See Note 1)

37,069,444 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

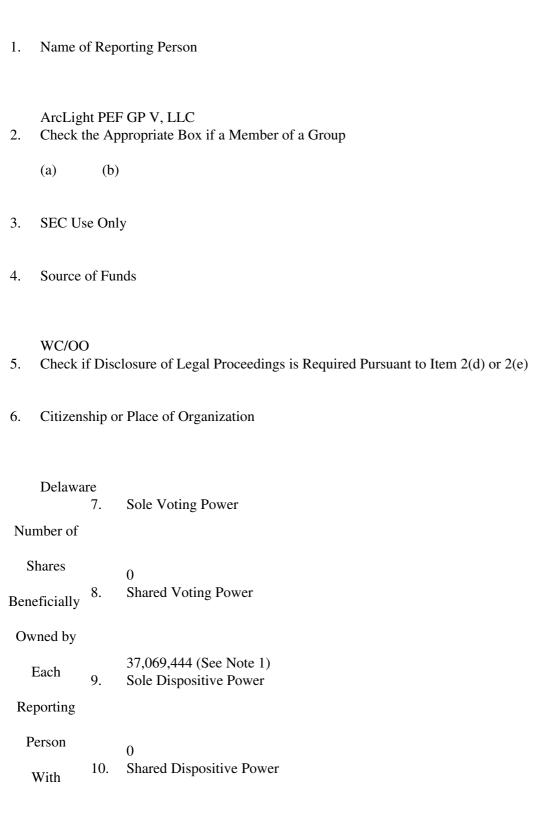
49.1% (See Note 2)

14. Type of Reporting Person

#### PN

Note 1: Represents 7,707,571 Series A-I Convertible Preferred Units (<u>Series A-I Uni</u>ts) held by High Point Infrastructure Partners, LLC (<u>High Poin</u>t), convertible into 8,926,909 common units of the Issue<u>r (Common Units)</u>, which are indirectly owned by Magnolia Infrastructure Partners, LLC (<u>Magnolia</u>), 3,302,158 Series A-2 Convertible Preferred Units (<u>Series A-2 Uni</u>ts) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (<u>Series C Uni</u>ts) held by Magnolia Infrastructure Holdings, LL<u>C (Magnolia Hold</u>ings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

#### SCHEDULE 13D



37,069,444 (See Note 1)

37,069,444 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

#### OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-I Convertible Preferred Units (<u>Series A-I Units</u>) held by High Point Infrastructure Partners, LLC (<u>High Point</u>), convertible into 8,926,909 common units of the Issue<u>r (Common Units</u>), which are indirectly owned by Magnolia Infrastructure Partners, LLC (<u>Magnolia</u>), 3,302,158 Series A-2 Convertible Preferred Units (<u>Series A-2 Units</u>) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (<u>Series C Units</u>) held by Magnolia Infrastructure Holdings, LL<u>C (Magnolia Holdings</u>), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

# SCHEDULE 13D

1.	Name of Reporting Person			
2.		ArcLight Capital Holdings, LLC Check the Appropriate Box if a Member of a Group  (a) (b)		
3.	SEC Use Only			
4.	Source of Funds			
5.	WC/OO Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)			
6.	Citizenship or Place of Organization			
Nur	Delawa	re 7.	Sole Voting Power	
	hares	8.	0 Shared Voting Power	
F	ened by Each Corting	9.	37,069,444 (See Note 1) Sole Dispositive Power	
Po	erson With	10.	0 Shared Dispositive Power	

37,069,444 (See Note 1)

37,069,444 (See Note 1)

- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

#### OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-I Convertible Preferred Units (<u>Series A-I Uni</u>ts) held by High Point Infrastructure Partners, LLC (<u>High Poin</u>t), convertible into 8,926,909 common units of the Issue<u>r (Common Units)</u>, which are indirectly owned by Magnolia Infrastructure Partners, LLC (<u>Magnolia</u>), 3,302,158 Series A-2 Convertible Preferred Units (<u>Series A-2 Uni</u>ts) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (<u>Series C Uni</u>ts) held by Magnolia Infrastructure Holdings, LL<u>C (Magnolia Hold</u>ings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

# SCHEDULE 13D

1.	Name of Reporting Person			
2.		cLight Capital Partners, LLC eck the Appropriate Box if a Member of a Group  (b)		
3.	SEC Use Only			
4.	Source of Funds			
5.	WC/OO Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)			
6.	Citizenship or Place of Organization			
Nur	Delawar	re 7.	Sole Voting Power	
	hares	8.	0 Shared Voting Power	
Ι	rned by	9.	37,069,444 (See Note 1) Sole Dispositive Power	
Po	porting erson With	10.	0 Shared Dispositive Power	

37,069,444 (See Note 1)

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- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

#### OO (Limited Liability Company)

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# SCHEDULE 13D

1.	Name of Reporting Person			
2.		R. Revers the Appropriate Box if a Member of a Group  (b)		
3.	SEC Use Only			
4.	Source of Funds			
5.	WC/OO Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)			
6.	Citizens	ship or	Place of Organization	
Nur	Delawar	re 7.	Sole Voting Power	
	hares eficially	8.	0 Shared Voting Power	
Ι	rned by Each	9.	37,069,444 (See Note 1) Sole Dispositive Power	
Po	porting erson With	10.	0 Shared Dispositive Power	

37,069,444 (See Note 1)

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- 12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

ΙN

Note 1: Represents 7,707,571 Series A-I Convertible Preferred Units (<u>Series A-1 Units</u>) held by High Point Infrastructure Partners, LLC (<u>High Point</u>), convertible into 8,926,909 common units of the Issuer (<u>Common Units</u>), which are indirectly owned by Magnolia Infrastructure Partners, LLC (<u>Magnolia</u>), 3,302,158 Series A-2 Convertible Preferred Units (<u>Series A-2 Units</u>) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (<u>Series C Units</u>) held by Magnolia Infrastructure Holdings, LL<u>C (Magnolia Holdings</u>), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

This Amendment No. 22 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, Amendment No. 8 filed on November 18, 2015, Amendment No. 9 filed on December 22, 2015, Amendment No. 10 filed on January 6, 2016, Amendment No. 11 filed on January 11, 2016, Amendment No. 12 filed on February 1, 2016, Amendment No. 13 filed on February 24, 2016, Amendment No. 14 filed on April 27, 2016, Amendment No. 15 filed on May 18, 2016, Amendment No. 16 filed on November 3, 2016, Amendment No. 17 filed on December 6, 2016, Amendment No. 18 filed on March 8, 2017, Amendment No. 19 filed on August 18, 2017, Amendment No. 20 filed on October 12, 2017 and Amendment No. 21 filed on August 20, 2018 (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 Transaction.

The fourth paragraph of Item 4 is hereby amended and restated in its entirety as follows:

Consistent with its investment purpose, each Reporting Person may, either directly or through one or more affiliates, from time to time or at any time and subject to price, market and general economic and fiscal conditions and other factors, acquire or seek to acquire additional Units in the open market, in privately negotiated transactions or otherwise, or dispose of or seek to dispose of all or a portion of Units now owned or hereafter acquired. In addition, any Reporting Person may, either directly or through one or more affiliates, from time to time or at any time and subject to price, market and general economic and fiscal conditions and other factors, consolidate or seek to consolidate assets held by such Reporting Person and its affiliates, including acquiring assets owned by, or selling assets to, the Issuer, or make changes or seek to make changes to the capital structure of the Issuer. Each Reporting Person reserves the right to change its intention with respect to any or all of the matters required to be disclosed in this Item 4.

Furthermore, Item 4 is hereby amended and supplemented by adding the following immediately after the last paragraph:

On September 27, 2018, Magnolia Infrastructure Holdings, LLC (<u>Magnolia Holdings</u>) delivered a non-binding offer (the <u>Offer Letter</u>) to the board of directors of American Midstream GP, LLC (the <u>Issuer Board</u>) to acquire all of the issued and outstanding publicly held Common Units of the Issuer that are not directly owned by Magnolia Holdings or any of its affiliates in exchange for \$6.10 in cash for each such Common Unit. The foregoing description of the Offer Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Offer Letter, which is filed as Exhibit 2 hereto and is incorporated by reference in its entirety into this Item 4.

There can be no assurance that any discussions that may occur between Magnolia Holdings and the Issuer with respect to the offer contained in the Offer Letter will result in the entry into a definitive agreement concerning a transaction or, if such a definitive agreement is reached, will result in the consummation of a transaction provided for in such definitive agreement. Discussions concerning a transaction may be terminated at any time and without prior notice. Entry into a definitive agreement concerning a transaction and the consummation of any such transaction is subject to a number of contingencies that are beyond the control of Magnolia Holdings, including the satisfactory completion of due diligence, the approval of the Issuer Board, the approval of a conflicts committee to be established by the Issuer Board, the approval by holders of a majority of the outstanding Common Units of the Issuer, and the satisfaction of any conditions to the consummation of a transaction set forth in any such definitive agreement.

Except as may be required by law, Magnolia Holdings does not intend to disclose developments with respect to the offer contained in the Offer Letter unless and until the Issuer Board and Magnolia Holdings have approved a specific transaction, if any, and Magnolia Holdings and the Issuer have then entered into a definitive agreement to effect such transaction.

# 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 each of the undersigned s knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: September 28, 2018

AMERICAN MIDSTREAM GP, LLC

By its Class A Members:

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

and

HIGH POINT INFRASTRUCTURE PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

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

MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

By: ArcLight PEF GP V, LLC, its General Partner

By: ArcLight Capital Holdings, LLC, its Manager

By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers
Daniel R. Revers, Manager

## ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC, its Manager

By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers
Daniel R. Revers, Manager

# ARCLIGHT CAPITAL HOLDINGS, LLC

By: ACHP II, L.P., its Managing Member By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers
Daniel R. Revers, Manager

## ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers Daniel R. Revers

# **EXHIBIT INDEX**

# **Exhibit**

# Number Description 1. Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 19 to Schedule 13D filed by the Reporting Persons on August 18, 2017). 2. Offer Letter, dated September 27, 2018.