

EnLink Midstream, LLC
 Form 4
 February 04, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 EnLink Midstream, LLC

2. Issuer Name and Ticker or Trading Symbol
 EnLink Midstream Partners, LP
 [ENLK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1722 ROUTH STREET, SUITE 1300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2019

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

DALLAS, TX 75201

(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Units | 01/31/2019 | | A | V | 55,827,221 | A | (1) 144,355,672 |
| | | | | | | D | (2) (3) |

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

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SEC 1474 (9-02)

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

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| 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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EnLink Midstream, LLC 1722 ROUTH STREET SUITE 1300 DALLAS, TX 75201 | X | X | | |

Signatures

/s/ Michael J. Garberding, President and Chief Executive Officer 02/04/2019

**Signature of Reporting Person

Date

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).

On January 31, 2019, the Issuer entered into a Contribution Agreement (the "Drop-Down Agreement") with EnLink Midstream, LLC ("ENLC"), pursuant to which ENLC contributed, assigned, and transferred its 16.129% limited partner interest (the "Contributed Interests"), with an aggregate value of approximately \$685,000,000, in EnLink Oklahoma Gas Processing, LP ("EOGP"), to EnLink Midstream Operating, LP, a wholly-owned subsidiary of the Issuer ("EnLink Midstream Operating"). As consideration for the Contributed Interests, the Issuer issued 55,827,221 common units representing limited partner interests in ENLK ("Common Units") to ENLC. After giving effect to the closing of the transactions contemplated by the Drop-Down Agreement, EnLink Midstream Operating owns 100% of the limited partner interests in EOGP.

The Common Units are held of record by ENLC. Global Infrastructure Investors III, LLC ("Global Investors") is the sole general partner of Global Infrastructure GP III, L.P., which is the general partner of each of GIP III Stetson Aggregator I, L.P. and GIP III Stetson Aggregator II, L.P., which are the managing members of GIP III Stetson GP, LLC, which is the general partner of GIP III Stetson I, L.P., which is the sole member of EnLink Midstream Manager, LLC, which is the managing member of ENLC. As a result, each of the foregoing entities may be deemed to beneficially own the Common Units held by ENLC. Adebayo Ogunlesi, Jonathan Bram, William Brilliant, Matthew Harris, Michael McGhee, Rajaram Rao, William Woodburn, Salim Samaha and Robert O'Brien, as the voting members of the Investment Committee of Global Investors, may be deemed to share beneficial ownership of the Common Units beneficially owned by Global Investors. Each expressly disclaims any such beneficial ownership.

(3) Because ENLC, for which EnLink Midstream Manager, LLC is the managing member, has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer, ENLC may be deemed a director by deputization.

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

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