

EnLink Midstream Partners, LP  
 Form 4  
 May 28, 2015

**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 \*  
**DEVON ENERGY CORP/DE**

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)  
**333 WEST SHERIDAN AVE.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/27/2015**

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

**OKLAHOMA CITY, OK 73102**  
 (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 Reported (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price  |  |                                   |
| Common Units                    |                                      |  |                                |   | 143,710,063  | I  | See Footnote (1) (2) (3)          |

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

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**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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount of Number of Shares |
| Class E Common Units                       | (4)  | 05/27/2015                           |  | A                              |   | 36,629,888   |   | (4)              | (4)             | Common Units | 36,629,888                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DEVON ENERGY CORP/DE<br>333 WEST SHERIDAN AVE.<br>OKLAHOMA CITY, OK 73102   |               | X         |         |       |
| DEVON ENERGY CORP /OK/<br>333 WEST SHERIDAN AVE.<br>OKLAHOMA CITY, OK 73102 |               | X         |         |       |
| Devon Gas Corp<br>333 WEST SHERIDAN AVE.<br>OKLAHOMA CITY, OK 73102         |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Carla D. Brockman, Vice President Corporate Governance and Secretary of Devon Energy Corporation | 05/28/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Carla D. Brockman, Vice President and Secretary of Devon Energy Corporation (Okla.)              | 05/28/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Carla D. Brockman, Vice President and Secretary of Devon Gas Corporation                         | 05/28/2015 |
| **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).
- (1) 87,128,717 of these common units ("Common Units") representing limited partner interests in the Issuer are owned directly by Devon Gas Services, L.P. ("Devon Gas Services"), 7,531,883 are owned directly by Southwestern Gas Pipeline, L.L.C. ("Southwestern Gas"), 17,431,152 are owned directly by EnLink Midstream, Inc. (formerly known as Crosstex Energy, Inc.) ("EMI") and 31,618,311 are owned directly by Acacia Natural Gas Corp I, Inc. ("Acacia"). Both Devon Gas Services and Southwestern Gas are indirect wholly owned subsidiaries of Devon Energy Corporation ("Devon"). Devon is a public company and owns 100% of the outstanding common stock of Devon Energy Corporation (Oklahoma) ("Devon OK"). Devon OK owns 100% of the outstanding common stock of Devon Gas Corporation ("Devon Gas").
- (2)

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(continued from Footnote 1) Devon Gas owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc. ("Devon Gas Operating"), the general partner of Devon Gas Services. Devon Gas also owns 100% of the outstanding limited liability company interests of Southwestern Gas. Due to these ownership interests, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Devon Gas Services and Southwestern Gas. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by Devon Gas Services and Southwestern Gas in excess of its pecuniary interests therein. Additionally, as the owner of 70.3% of the outstanding membership interest in EnLink Midstream, LLC ("EnLink Midstream") (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream's managing member),

- (3) (continued from Footnote 2) which is the holder of 100% of the outstanding common stock of EMI and 100% of the outstanding common stock of Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI and Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by EMI and Acacia in excess of its pecuniary interests therein.

- (4) On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia, pursuant to which Acacia sold a 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 36,629,888 Class E Common Units of the Issuer (the "Class E Units"). Each Class E Unit will automatically convert into one Common Unit on a one-to-one basis on the first business day following the record date for distribution payments with respect to the distribution of the quarter ended June 30, 2015 and has no expiration date.

- (5) The Class E Common Units are owned directly by Acacia. Due to the relationships discussed in Footnotes (1), (2) and (3), Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Class E Common Units owned by Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Class E Common Units owned by Acacia in excess of its pecuniary interests therein.

### Remarks:

EMI has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the re

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