

Revers Daniel R
Form 4
July 02, 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 *
Magnolia Infrastructure Partners, LLC

(Last) (First) (Middle)

C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
American Midstream Partners, LP [AMID]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series A-2 Convertible Preferred Units | (1) | 06/29/2015 | | J(1) | 1,428,572 | (1) (1) | Common Units 2,604, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202 | X | X | | |
| High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ArcLight Capital Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ArcLight Capital Partners, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ARCLIGHT ENERGY PARTNERS FUND V, L.P. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| Revers Daniel R C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President | 07/02/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President | 07/02/2015 |
| __Signature of Reporting Person | Date |
| /s/ William B. Mathews, AMERICAN MIDSTREAM GP, LLC, By: William B. Mathews, Senior Vice President | 07/02/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner | 07/02/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner | 07/02/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT ENERGY PARTNERS FUND V, L.P., By: ArcLight PEF GP V, LLC, its General Partner, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner | 07/02/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, Daniel R. Revers | 07/02/2015 |
| __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) Represents Series A-2 Convertible Preferred Units (the "Series A-2 Units") held by Magnolia Infrastructure Partners, LLC ("Magnolia"). The Series A-2 Units have no expiration date and are initially convertible on a one-for-one basis into common units of the Issuer ("Common Units") at any time.

Remarks:

ArcLight Capital Holdings, LLC ("ArcLight Holdings") is the sole manager and member of ArcLight Capital Partners, LLC ("

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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