

American Midstream Partners, LP

Form 4

April 17, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AIM Midstream Holdings, LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

950 TOWER LANE, SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2013

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Subordinated units representing limited partner interests	<u>(1)</u>	04/15/2013	<u>J</u> ⁽²⁾		4,526,066		<u>(1)</u>	<u>(1)</u>	Common Units	4,526,066	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AIM Midstream Holdings, LLC 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404		X		
AIM Universal Holdings, LLC 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404		X		

Signatures

AIM Midstream Holdings, LLC , By: /s/ Robert B. Hellman, Jr., Authorized Managing
Member of AIM Universal Holdings, LLC, the sole manager of AIM Midstream Holdings,
LLC 04/17/2013

__Signature of Reporting Person Date

AIM Universal Holdings, LLC , By: /s/ Robert B. Hellman, Jr., Authorized Managing
Member of AIM Universal Holdings, LLC 04/17/2013

__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).

As described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-173191) (the "Registration Statement"), each
(1) subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement. The
subordinated units have no expiration date.

Pursuant to the Purchase Agreement by and between High Point Infrastructure Partners, LLC ("HPIP") and AIM Midstream Holdings,
(2) LLC ("AIM"), dated as of April 15, 2013, AIM transferred 4,526,066 subordinated units representing limited partner interests of
American Midstream Partners, LP and 90% of the outstanding membership interests in American Midstream GP, LLC, a Delaware
limited liability company, to HPIP.

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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