

American Midstream Partners, LP
Form 8-A12B/A
November 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A/A

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

American Midstream Partners, LP

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

27-0855785
(I.R.S. Employer Identification No.)

1614 15th Street, Suite 300
Denver, CO
(Address of principal executive offices)

80202
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Common Units Representing Limited Partner Interests

**Name of each exchange on which
each class is to be registered**
The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities act registration statement file number to which this form relates: **Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Explanatory Note

This Amendment No. 1 amends the registration statement on Form 8-A (File No. 001-35257) originally filed with the Securities and Exchange Commission by American Midstream Partners, LP (the Registrant) on July 26, 2011, in order to update the description of the Registrant's securities contained therein.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the common units representing limited partner interests in the Registrant is set forth under the captions "Our Cash Distribution Policy," "Description of the Common Units," "The Partnership Agreement," and "Material U.S. Federal Income Tax Consequences" in the prospectus included in the Registrant's Post-Effective Amendment No. 2 to Registration Statement on Form S-3 (Registration No. 333-183818), filed with the Securities and Exchange Commission on November 22, 2013 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 22, 2013

AMERICAN MIDSTREAM PARTNERS, LP

By: American Midstream GP, LLC, its general partner

By: /s/ Daniel C. Campbell
Name: Daniel C. Campbell
Title: Senior Vice President & Chief Financial Officer