

GARBERDING MICHAEL

Form 4

January 29, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GARBERDING MICHAEL

(Last) (First) (Middle)

1722 ROUTH STREET, SUITE
1300

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnLink Midstream, LLC [ENLC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2019

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)

President & CEO

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 Beneficial Ownership (Instr. 4)
Common Units	01/25/2019		Code V Amount A(1)(2) 494,680 (3)	(A) or (D) A (1) (2)	Price 924,889	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: GARBERDING MICHAEL - Form 4

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARBERDING MICHAEL 1722 ROUTH STREET SUITE 1300 DALLAS, TX 75201	X President & CEO

Signatures

/s/ Barry E. Davis, by power of attorney
01/29/2019

__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).

- (1) The Reporting Person acquired beneficial ownership of 494,680 common units representing limited liability company interests ("Common Units") in EnLink Midstream, LLC (the "Issuer") as consideration in the merger (the "Merger") of NOLA Merger Sub, LLC ("Merger Sub") with and into EnLink Midstream Partners, LP ("ENLK"), with ENLK surviving the merger as a subsidiary of the Issuer. The Merger was effected pursuant to the Agreement and Plan of Merger, dated as of October 21, 2018 (the "Merger Agreement"), by and among the Issuer, EnLink Midstream Manager, LLC, Merger Sub, ENLK, and EnLink Midstream GP, LLC. The Merger closed on January 25, 2019 and was effective as of 9:30 a.m. Central Time on that date (the "Effective Time").

- (2) (Continued from Footnote 1) At the Effective Time, (i) each common unit representing a limited partner interest in ENLK ("ENLK Common Unit") held by the Reporting Person immediately prior to the Merger converted into the right to receive 1.15 (the "Exchange Ratio") Common Units, and (ii) as further described in the Merger Agreement, each Restricted Incentive Unit under ENLK's long-term incentive plan (an "ENLK RIU") held by the Reporting Person immediately prior to the Merger converted into an award with respect to Common Units with substantially the same terms as such ENLK RIU, but subject to adjustment to take into account the Exchange Ratio.

- (3) Includes 246,864 unvested Restricted Incentive Units with respect to Common Units of which the Reporting Person acquired beneficial ownership as a result of the conversion at the Effective Time of the unvested ENLK RIUs held by the Reporting Person immediately prior to the Effective Time, of which (i) 52,223 will vest on January 1, 2020, (ii) 65,469 will vest on January 1, 2021, and (iii) 129,172 will vest 50% on the second anniversary of the vesting commencement date of August 1, 2018 and 50% on the third anniversary of the vesting commencement date of August 1, 2018.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.