

ArcLight Capital Holdings, LLC
 Form 4
 November 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
ARCLIGHT ENERGY PARTNERS FUND V, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2016

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

SEE REMARKS

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

(Street)

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

BOSTON, MA 02117

(City) (State) (Zip)

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)	Amount		Price
			Code	V			

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-1 Convertible Preferred Units	(1)	08/12/2016		J(1)	107,708	(1)	(1)	Common Units	118,2
Series A-2 Convertible Preferred Units	(3)	08/12/2016		J(3)	46,145	(3)	(3)	Common Units	50,6
Series C Convertible Preferred Units	(3)	08/12/2016		J(5)	93,039	(5)	(5)	Common Units	93,0
Series D Convertible Preferred Units	(7)	10/31/2016		P(7)	2,333,333	(7)	(7)	Common Units	2,333,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCLIGHT ENERGY PARTNERS FUND V, L.P. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		SEE REMARKS
Magnolia Infrastructure Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	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 X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

ArcLight Capital Partners, LLC
 200 CLARENDON STREET, 55TH FLOOR X X
 BOSTON, MA 02117

Revers Daniel R
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

American Midstream GP, LLC
 ATTENTION: REGINA GREGORY X X
 2103 CITYWEST BLVD., BLDG. 4 - 7TH FLR
 HOUSTON, TX 77042

Signatures

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 11/02/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE HOLDINGS, LLC, By: Daniel R. Revers, President 11/02/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 11/02/2016
 Date
 Signature of Reporting Person

/s/ Regina Gregory, AMERICAN MIDSTREAM GP, LLC, By: Regina Gregory, Senior Vice President 11/02/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner 11/02/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner 11/02/2016
 Date
 Signature of Reporting Person

/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 11/02/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, Daniel R. Revers 11/02/2016
 Date
 Signature of Reporting Person

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-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-1 Units owned on the distribution record date. The Series A-1 Units have no expiration date and are convertible in whole or in part into common units of the Issuer ("Common Units") at a conversion ratio of 1:1.098 at any time.
- (2) Represents the aggregate number of Series A-1 Units held after the acquisition of Series A-1 Units reported in Column 5 of this line item.
- (3) Represents Series A-2 Convertible Preferred Units (the "Series A-2 Units") held by Magnolia Infrastructure Partners, LLC ("Magnolia") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-@ Units owned on the distribution record date. The Series A-2 Units have no expiration date and are convertible into Common Units at a conversion ratio of 1:1.098 at any time.
- (4) Represents the aggregate number of Series A-2 Units held after the acquisition of Series A-2 Units reported in Column 5 of this line item.
- (5) Represents Series C Convertible Preferred Units (the "Series C Units") held directly by Magnolia Infrastructure Holdings, LLC ("Magnolia Holdings") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series C Units owned on the distribution record date. The Series C Units have no expiration date and are convertible into Common Units at anytime at the holder's election, initially on a one-for-one basis, subject to anti-dilution and certain other adjustments. Subject to certain restrictions, the Issuer may exercise the right to require Magnolia Holdings to sell, assign and transfer all or a portion of the then outstanding Series C Units to the Issuer.
- (6) Represents the aggregate number of Series C Units held after the acquisition of Series C Units reported in Column 5 of this line item.
- (7) Represents Series D Convertible Preferred Units (the "Series D Units") purchased by Magnolia Holdings. The Series D Units have no expiration date and are convertible after June 30, 2017 into Common Units at the holder's election, initially on a one-for-one basis, subject to anti-dilution and certain other adjustments. On or prior to June 30, 2017, subject to certain restrictions, the Issuer may exercise the right to require Magnolia Holdings to sell, assign and transfer all or a portion of the then outstanding Series D Units.

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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