

BERGSTROM STEPHEN W
Form 3
April 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>High Point Infrastructure Partners, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 55TH FLOOR</p> <p>(Street)</p> <p>BOSTON, MA 02117</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/15/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>American Midstream Partners, LP [AMID]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
Subordinated Units (limited partner interests)	Â (1)	Â (1)	Common Units	4,526,066	\$ 0	D (2) (3) Â
Series A Convertible Preferred Units	Â (4)	Â (4)	Common Units	5,142,857	\$ (4)	D (2) (3) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	Â X	Â X	Â	See Remarks
American Midstream GP, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	Â X	Â	Â	See Remarks
BERGSTROM STEPHEN W C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	Â X	Â	Â Executive Chairman	Â
Revers Daniel R C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	Â X	Â	Â	Â
Erhard Jake F C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	Â X	Â	Â	Â
Taylor Lucius H. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	Â X	Â	Â	Â

Signatures

/s/ Christine M. Miller, Secretary of High Point Infrastructure Partners, LLC 04/25/2013
__Signature of Reporting Person Date

/s/ William B. Mathews, Senior Vice President, General Counsel and Secretary of American Midstream GP, LLC 04/25/2013
__Signature of Reporting Person Date

/s/ William B. Mathews, attorney-in-fact for Stephen W. Bergstrom	04/25/2013
__Signature of Reporting Person	Date
/s/ Daniel R. Revers	04/25/2013
__Signature of Reporting Person	Date
/s/ Jake F. Erhard	04/25/2013
__Signature of Reporting Person	Date
/s/ Lucius H. Taylor	04/25/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each 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.
- On April 15, 2013, High Point acquired beneficial ownership of all of the Issuer's 5,142,857 outstanding Series A Convertible Preferred Units pursuant to the Contribution Agreement, dated as of April 15, 2013, between the Issuer and High Point. In addition, on April 15, 2013, High Point acquired beneficial ownership of all of the Issuer's 4,526,066 outstanding Subordinated Units pursuant to the Purchase Agreement, dated as of April 15, 2013, between AIM Midstream Holdings, LLC and High Point. Each of Messrs. Bergstrom, Revers, Erhard and Taylor (collectively, the "Director Reporting Persons") is a member of the board of directors of the General Partner. (continued on footnote 3)
- (2) In addition, each of the Director Reporting Persons is a member of the general partner of ArcLight Energy Partners Fund V, L.P., the indirect majority owner of High Point, and therefore may be deemed a member of a group beneficially owning 10% or more of the equity of the Issuer within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended. Each of the Director Reporting Persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest, if any, in such securities through ownership in ArcLight Energy Fund V, L.P. and this report shall not be deemed an admission that such a group exists or that the reporting person is the beneficial owner of the securities of such group for purposes of Section 16 or for any other purpose.
- (3) The Series A Convertible Preferred Units are convertible in whole or in part into Common Units at any time after January 1, 2014 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement, at the reporting person's election. The number of Common Units into which a Series A Preferred Unit is convertible will be an amount equal to (i) the sum of \$17.50 and all accrued and accumulated but unpaid distributions, divided by (ii) the conversion price, which is initially \$17.50, subject to customary anti-dilution adjustments. The Series A Convertible Preferred Units have no expiration date.
- (4)

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Remarks:

High Point Infrastructure Partners, LLC ("High Point") also owns all of the Class AA membership in

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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