

Western Midstream Operating, LP  
Form S-8 POS  
February 28, 2019

As filed with the Securities and Exchange Commission on February 28, 2019

**Registration No. 333-222040**

**Registration No. 333-151317**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to**

**Form S-8**

**Registration Statement No. 333-222040**

**Post-Effective Amendment No. 2 to**

**Form S-8**

**Registration Statement No. 333-151317**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Western Midstream Operating, LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**26-1075808**  
**(I.R.S. Employer**  
**Identification NUMBER)**

**1201 Lake Robbins Drive**

**The Woodlands, Texas 77380-1046**

**(832) 636-6000**

**(Address, including zip code, and telephone number, including**

**area code, of registrant's principal executive offices)**

**WESTERN GAS PARTNERS, LP 2008 LONG-TERM INCENTIVE PLAN**

**WESTERN GAS PARTNERS, LP 2017 LONG-TERM INCENTIVE PLAN**

**(Full title of the plan)**

**Philip H. Peacock**

**Senior Vice President, General Counsel and Corporate Secretary**

**1201 Lake Robbins Drive**

**The Woodlands, Texas 77380-1046**

**Telephone: (832) 636-6000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**David P. Oelman**

**Alan Beck**

**Vinson & Elkins L.L.P.**

**1001 Fannin Street, Suite 2500**

**Houston, Texas 77002**

**(713) 758-3708**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments (these Post-Effective Amendments ) relate to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) originally filed by Western Gas Partners, LP, a Delaware limited partnership subsequently renamed Western Midstream Operating, LP (the Registrant ) with the Securities and Exchange Commission (the Commission ):

Registration Statement No. 333-222040 on Form S-8 filed by the Registrant with the Commission on December 13, 2017, pertaining to the registration of 129,289 of the Registrant's common units representing limited partner interests ( Common Units ) for offer or sale pursuant to the Western Gas Partners, LP 2008 Long-Term Incentive Plan and the Western Gas Partners, LP 2017 Long Term Incentive Plan; and

Registration Statement No. 333-151317 on Form S-8 filed by the Registrant with the Commission on May 30, 2008, pertaining to the registration of 2,250,000 of the Registrant's Common Units for offer or sale pursuant to the Western Gas Partners, LP 2008 Long-Term Incentive Plan, as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on December 13, 2017.

Pursuant to the Contribution Agreement and Agreement and Plan of Merger, dated as of November 7, 2018 (the Merger Agreement ), by and among the Registrant, Western Gas Holdings, LLC ( WES GP ), Western Gas Equity Partners, LP ( WGP ), Western Gas Equity Holdings, LLC, Anadarko Petroleum Corporation, Anadarko E&P Onshore LLC, Clarity Merger Sub, LLC ( Merger Sub ), WGR Asset Holding Company LLC ( WGRAH ), WGR Operating, LP, Kerr-McGee Gathering LLC, Kerr-McGee Worldwide Corporation, APC Midstream Holdings, LLC, and Delaware Basin Midstream, LLC ( DBM ), through a series of reorganization transactions (the Transactions ), among other things, (i) Merger Sub merged with and into the Registrant, with the Registrant continuing as the surviving entity and (ii) each Common Unit issued and outstanding immediately prior to the effective time of the Merger (other than certain Common Units owned by WGP or subsidiaries of WGP or WES GP and certain Common Units owned by WGRAH) was converted into the right to receive 1.525 common units representing limited partner interests in WGP, rounded up to the nearest whole Common Unit.

In connection with the Transactions contemplated by the Merger Agreement, the Registrant terminated any and all offerings of the Registrant's securities pursuant to the Registration Statements. Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statements and, in accordance with the undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of such offerings, the Registrant hereby removes from registration by means of these Post-Effective Amendments any and all securities registered but unsold under the Registration Statements as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on February 28, 2018. No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933, as amended.

**WESTERN MIDSTREAM OPERATING,  
LP**

By: Western Midstream Operating GP,  
LLC, its general partner

By: /s/ Robin H. Fielder  
Name: Robin H. Fielder  
Title: President and Chief Executive Officer