

Edgar Filing: Columbia Pipeline Partners LP - Form 4

Columbia Pipeline Partners LP  
Form 4  
February 22, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Columbia Pipeline Group, Inc.

2. Issuer Name **and** Ticker or Trading  
Symbol  
Columbia Pipeline Partners LP  
[CPPL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
5151 SAN FELIPE ST., SUITE 2500  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2017

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

HOUSTON, TX 77056

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>units<br>(limited<br>partner<br>interests) | 02/17/2017                              |                                                             | A                                       | 53,843,466                                                              | A (1) 53,843,466                                                                                                   | D (4)                                                                   |                                                                                |
| Common<br>units<br>(limited<br>partner<br>interests) | 02/17/2017                              |                                                             | A                                       | 1                                                                       | A (2) 53,843,466                                                                                                   | D (4)                                                                   |                                                                                |

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)

| 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 Security (Instr. 3 and 4) |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                                |                                                        |                                      |                                                    | Code V                         | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Subordinated units (limited partner interests) | (3)                                                    | 02/17/2017                           |                                                    | P                              | 46,811,398                                                                              | (3) (3)                                                  | Common units (limited partner interests) 46,811,398         |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                          | Director      | 10% Owner | Officer | Other |
| Columbia Pipeline Group, Inc.<br>5151 SAN FELIPE ST.<br>SUITE 2500<br>HOUSTON, TX 77056                  | X             | X         |         |       |
| TransCanada PipeLine USA Ltd.<br>700 LOUISIANA STREET<br>SUITE 700<br>HOUSTON, TX 77002                  | X             | X         |         |       |
| TRANSCANADA PIPELINES LTD<br>450 -1ST STREET SW<br>P O BOX 1000 STATION M<br>CALGARY ALBERTA, A0 T2P 5H1 | X             | X         |         |       |
| TRANSCANADA CORP<br>450 - 1ST STREET S.W.<br>CALGARY ALBERTA, A0 T2P 5H1                                 | X             | X         |         |       |

## Signatures

/s/Jon A. Dobson, Corporate Secretary of Columbia Pipeline Group, Inc. 02/22/2017  
 \*\*Signature of Reporting Person Date  
 /s/Jon A. Dobson, Corporate Secretary of TransCanada PipeLine USA Ltd. 02/22/2017

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\_\_Signature of Reporting Person

Date

/s/Christine R. Johnston, Vice-President, Law and Corporate Secretary of TransCanada  
PipeLines Ltd.

02/22/2017

\_\_Signature of Reporting Person

Date

/s/Christine R. Johnston, Vice-President, Law and Corporate Secretary of TransCanada Corp

02/22/2017

\_\_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).  
  
The transaction reported occurred in connection with the merger of Columbia Pipeline Partners LP ("CPPL") with Pony Merger Sub LLC ("Merger Sub"), a wholly-owned subsidiary of Columbia Pipeline Group, Inc. ("CPG"), effective February 17, 2017. In  
(1) consideration for the merger consideration paid by CPG to the holders of CPPL common units, CPPL issued to CPG 53,843,466 CPPL common units.  
  
(2) In connection with the merger discussed in Note 1, the limited liability company interests in Merger Sub issued and outstanding immediately prior to the effective time of the merger were converted into one CPPL common unit.  
  
Each subordinated unit will convert into one common unit at the end of the subordination period described in CPPL's Registration  
(3) Statement on Form S-1 (File No. 333-198990). The subordinated units have no expiration date. The subordinated units were not affected by the merger.  
  
This Form 4 is being filed jointly by TransCanada PipeLine USA Ltd. ("TransCanada USA"), TransCanada PipeLines Limited ("TPL"),  
(4) TransCanada Corporation ("TransCanada") and CPG. The common units are owned directly by CPG; the subordinated units are owned directly by Columbia Energy Group, a wholly owned subsidiary of CPG. TransCanada USA wholly owns CPG; TPL wholly owns TransCanada USA; TransCanada wholly owns TPL.

### Remarks:

CPG has the right to appoint all of the directors of the Board of Directors of CPP GP LLC, the general partner of CPPL. There

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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