

American Midstream Partners, LP  
Form SC 13D/A  
May 20, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 4)\***

**American Midstream Partners, LP**  
**(Name of issuer)**

**Common Units Representing Limited Partner Interests**  
**(Title of class of securities)**

**02752P 100**  
**(CUSIP number)**

**Christine Miller**

**Magnolia Infrastructure Partners, LLC**

**c/o ArcLight Capital Partners**  
**200 Clarendon Street, 55th Floor**

**Boston, MA 02117**

**(617) 531-6338**

**(Name, address and telephone number of person authorized to receive notices and communications)**

**May 15, 2015**

**(Date of event which requires filing of this statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box: "

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,554,981 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

8,554,981 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,554,981 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 1,175,511 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point.

Note 2: Based on 31,312,458 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,175,511 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 15, 2015 and (d) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.

SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

High Point Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

7,379,470 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

7,379,470 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

7,379,470 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

24.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ) and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point.

Note 2: Based on 30,136,947 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015 and (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.

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SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

American Midstream GP, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

1,301,282 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

1,301,282 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,301,282 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

5.4% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, the Issuer's general partner (the General Partner ).

Note 2: Based on 24,058,759 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015 and (b) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.



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SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Energy Partners Fund V, L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,554,981 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

8,554,981 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,554,981 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 1,175,511 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 31,312,458 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,175,511 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 15, 2015 and (d) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.

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SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight PEF GP V, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,554,981 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

8,554,981 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,554,981 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 1,175,511 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 31,312,458 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,175,511 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 15, 2015 and (d) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.

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SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Holdings, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,554,981 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

8,554,981 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,554,981 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 1,175,511 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 31,312,458 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,175,511 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 15, 2015 and (d) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.

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SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,554,981 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

8,554,981 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,554,981 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 1,175,511 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 31,312,458 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,175,511 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 15, 2015 and (d) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.



SCHEDULE 13D

CUSIP NO. 02752P 100

1. Name of Reporting Person; S.S. or IRS Identification

Daniel R. Revers

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

8,554,981 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

8,554,981 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,554,981 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

27.3% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 1,175,511 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 31,312,458 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,175,511 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 15, 2015 and (d) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015, taking into account the distributions discussed in Item 3.

This Amendment No. 4 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015 and Amendment No. 3 filed on April 3, 2015 (as amended, this Schedule 13D ), filed with respect to the common units representing limited partner interests ( Common Units ) of American Midstream Partners, LP (the Issuer ).

**ITEM 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby supplemented as follows:

On May 15, 2015, the Issuer paid quarterly in-kind distributions on the Series A-1 Convertible Preferred Units held by High Point Infrastructure Partners, LLC ( HPIP ) in the amount of 168,839 Series A-1 Convertible Preferred Units, the Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC ( Magnolia ) in the amount of 32,653 Series A-2 Convertible Preferred Units and the Series B Convertible Preferred Units held by American Midstream GP, LLC (the General Partner ) in the amount of 23,510 Series B Convertible Preferred Units, in accordance with the terms and conditions of the Fourth Amended and Restated Agreement of Limited Partnership of the Issuer dated March 30, 2015.

**ITEM 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended as follows:

(a)-(c) The information contained on the cover pages to this Schedule 13D are incorporated herein by reference.

ArcLight Capital Holdings, LLC ( ArcLight Holdings ) is the sole manager and member of ArcLight Capital Partners, LLC ( ArcLight Partners ). ArcLight Partners is the investment adviser to ArcLight Energy Partners Fund V, L.P. ( Fund V ) and together with ArcLight Holdings and ArcLight Partners, the ArcLight Entities ). ArcLight Holdings is the manager of the general partner of Fund V. Mr. Revers is a manager of ArcLight Holdings and a managing partner of ArcLight Partners and has certain voting and dispositive rights as a member of ArcLight Partners investment committee. Fund V indirectly owns Magnolia and, through indirectly controlled subsidiaries, Fund V owns approximately 90% of the ownership interest in HPIP, which in turn owns 95% of the General Partner. As a result, the ArcLight Entities and Mr. Revers may be deemed to indirectly beneficially own the securities of the Issuer held by Magnolia, HPIP and the General Partner, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

(d)-(e) Not applicable.

**ITEM 7. Material to be Filed as Exhibits.**

See the Exhibit Index following the signature pages hereto.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 19, 2015

AMERICAN MIDSTREAM GP, LLC

/s/ Daniel Campbell  
Daniel Campbell  
Chief Financial Officer

HIGH POINT INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V,  
L.P.

By: ArcLight PEF GP V, L.P.  
its General Partner

By: ArcLight Capital Holdings, LLC  
its Manager

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC  
its Manager

/s/ Daniel R. Revers

Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers  
Daniel R. Revers

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

- |    |  |
|----|--|
| 1. | Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 3 to Schedule 13D filed by the reporting persons on April 2, 2015) |
|----|--|