

American Midstream Partners, LP
Form SC 13D/A
September 17, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

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)

September 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.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

10,874,482 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

10,874,482 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

10,874,482 (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

26.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,251,851 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), 2,678,485 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, 1,325,225 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the transaction discussed in Item 3.

Note 2: Based on 40,524,118 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015, (c) 2,678,485 Common Units issuable upon the conversion of Series A-2 Units outstanding as of August 14, 2015 and (d) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

7,577,076 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

7,577,076 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

7,577,076 (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

20.0% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,251,851 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 1,325,225 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 37,845,633 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015 and (c) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

1,325,225 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

1,325,225 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,325,225 (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

4.2% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,325,225 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 31,593,782 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer s Prospectus Supplement on Form 424B2 filed on September 11, 2015 and (b) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

10,874,482 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

10,874,482 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

10,874,482 (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

26.8% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 6,251,851 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), 2,678,485 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, 1,325,225 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the transaction discussed in Item 3.

Note 2: Based on 40,524,118 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015, (c) 2,678,485 Common Units issuable upon the conversion of Series A-2 Units outstanding as of August 14, 2015 and (d) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

10,874,482 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

10,874,482 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

10,874,482 (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

26.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,251,851 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), 2,678,485 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, 1,325,225 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the transaction discussed in Item 3.

Note 2: Based on 40,524,118 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015, (c) 2,678,485 Common Units issuable upon the conversion of Series A-2 Units outstanding as of August 14, 2015 and (d) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

10,874,482 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

10,874,482 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

10,874,482 (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

26.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,251,851 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), 2,678,485 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, 1,325,225 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the transaction discussed in Item 3.

Note 2: Based on 40,524,118 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015, (c) 2,678,485 Common Units issuable upon the conversion of Series A-2 Units outstanding as of August 14, 2015 and (d) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

10,874,482 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

10,874,482 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

10,874,482 (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

26.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,251,851 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), 2,678,485 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, 1,325,225 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the transaction discussed in Item 3.

Note 2: Based on 40,524,118 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015, (c) 2,678,485 Common Units issuable upon the conversion of Series A-2 Units outstanding as of August 14, 2015 and (d) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

10,874,482 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

10,874,482 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

10,874,482 (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

26.8% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 6,251,851 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), 2,678,485 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, 1,325,225 Series B Convertible Preferred Units (Series B Units) held by American Midstream GP, LLC, which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the transaction discussed in Item 3.

Note 2: Based on 40,524,118 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,268,557, the number of Common Units outstanding as of September 15, 2015, as reported in the Issuer's Prospectus Supplement on Form 424B2 filed on September 11, 2015, (b) 6,251,851 Common Units issuable upon the conversion of Series A-1 Units outstanding as of August 14, 2015, (c) 2,678,485 Common Units issuable upon the conversion of Series A-2 Units outstanding as of August 14, 2015 and (d) 1,325,225 Common Units issuable upon the conversion of Series B Units outstanding as of August 14, 2015.

This Amendment No. 7 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, Amendment No. 3 filed on April 3, 2015, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015 and Amendment No. 6 filed on August 19, 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 September 10, 2015, the Issuer and certain of its affiliates (collectively, the Partnership Parties) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein (the Underwriters), providing for the issuance and sale by the Partnership, and the purchase by the Underwriters, of 7,500,000 common units representing limited partner interests in the Partnership (Common Units) at a price to the public of \$11.31 per Common Unit (the Offering). The Offering of the Common Units was registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a Registration Statement on Form S-3 (Registration No. 333-201436) (the Registration Statement) filed with the Securities and Exchange Commission (the Commission) on January 9, 2015, which became effective on January 26, 2015, as supplemented by a Prospectus Supplement dated September 10, 2015, filed with the Commission pursuant to Rule 424(b)(2) of the Securities Act. Pursuant to the Underwriting Agreement, the Partnership granted the Underwriters a 30-day option to purchase up to an additional 1,125,000 Common Units on the same terms as those relating to the Common Units sold by the Partnership in the Offering. Magnolia Infrastructure Partners, LLC purchased 618,921 Common Units in the Offering at the public price of \$11.31 per Common Unit.

The Underwriting Agreement is filed as Exhibit 2 to this Schedule 13D and incorporated by reference herein.

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.

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: September 17, 2015

AMERICAN MIDSTREAM GP, LLC

/s/ William B. Mathews
William B. Mathews, Senior Vice

President, General Counsel and Secretary

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)
2. Underwriting Agreement, dated September 10, 2015, by and among American Midstream Partners, LP, American Midstream GP, LLC, American Midstream, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed on September 11, 2015 File No. 001-35257)