

Southcross Energy Partners, L.P.  
Form SC 13D/A  
August 09, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934\***

**Amendment No. 9**

**SOUTHCROSS ENERGY PARTNERS, L.P.**

**(Name of Issuer)**

**Common Units Representing Limited Partner Interests**

**(Title of Class of Securities)**

**84130C100**

**(CUSIP Number)**

**Kelly J. Jameson**

**1717 Main Street, Suite 5200**

**Dallas, Texas 75201**

**(214) 979-3700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 29, 2018**

**(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

- \* 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 (however, see the Notes).

CUSIP No. 84130C100

(1) NAME OF REPORTING PERSONS

Southcross Holdings 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 ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES

BENEFICIALLY (8) 0 SHARED VOTING POWER

OWNED BY

EACH

REPORTING (9) 57,688,364 (1) SOLE DISPOSITIVE POWER

PERSON

WITH

(10) 0 SHARED DISPOSITIVE POWER

57,688,364 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

OO limited liability company

(1) Southcross Holdings Borrower LP ( Borrower ) owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. Borrower is owned of record 100% by Southcross Holdings Guarantor LP ( Guarantor ), and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC, which is owned of record 100% by Guarantor. Guarantor is owned of record 99.8% by Southcross Holdings LP ( Holdings ), and its 0.2% general partner interest is held by Southcross Holdings Guarantor GP LLC, which is owned of record 99% by Holdings and 1% by Southcross Holdings Intermediary LLC, which is owned 100% by Holdings. Southcross Holdings GP LLC ( Holdings GP ) is the non-economic general partner of Holdings. Therefore, Holdings GP may be deemed to indirectly beneficially own the Common Units, Class B Convertible Units and Subordinated Units held by Borrower. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the Partnership Agreement ), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a

one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement). Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.

(1) NAME OF REPORTING PERSONS

Southcross Holdings LP

(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 ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES (8) 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH (9) 57,688,364(1) SOLE DISPOSITIVE POWER

REPORTING

PERSON (10) 0 SHARED DISPOSITIVE POWER

WITH

57,688,364 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

PN limited partnership

(1) Southcross Holdings Borrower LP ( Borrower ) owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. Borrower is owned of record 100% by Southcross Holdings Guarantor LP ( Guarantor ), and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC, which is owned of record 100% by Guarantor. Guarantor is owned of record 99.8% by Southcross Holdings LP ( Holdings ), and its 0.2% general partner interest is held by Southcross Holdings Guarantor GP LLC, which is owned of record 99% by Holdings and 1% by Southcross Holdings Intermediary LLC, which is owned 100% by Holdings. Therefore, Holdings may be deemed to indirectly beneficially own the Common Units, Class B Convertible Units and Subordinated Units held by Borrower. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the Partnership Agreement ), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement).

Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.



(1) NAME OF REPORTING PERSONS

Southcross Holdings Intermediary 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 ITEMS  
2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES (8) 0  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY (9) 57,688,364 (1)  
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON (10) 0  
SHARED DISPOSITIVE POWER

WITH

57,688,364 (1)  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

limited liability company

(1) Southcross Holdings Borrower LP ( Borrower ) owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. Borrower is owned of record 100% by Southcross Holdings Guarantor LP ( Guarantor ), and its non-economic partner interest is held by Southcross Holdings Borrower GP LLC, which is owned of record 100% by Guarantor. Guarantor is owned of record 99.8% by Southcross Holdings LP ( Holdings ), and its 0.2% general partner interest is held by Southcross Holdings Guarantor GP LLC, which is owned of record 99% by Holdings and

- 1% by Southcross Holdings Intermediary LLC ( Intermediary ). Intermediary is owned of record 100% by Holdings. Therefore, Intermediary may be deemed to indirectly beneficially own the Common Units, Class B Convertible Units and Subordinated Units held by Borrower. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the Partnership Agreement ), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement). Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.
- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.

(1) NAME OF REPORTING PERSONS

Southcross Holdings Guarantor 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 ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES (8) 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY (9) 57,688,364 (1) SOLE DISPOSITIVE POWER  
EACH

REPORTING

PERSON (10) 0 SHARED DISPOSITIVE POWER

WITH

57,688,364 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

OO limited liability company

(1) Southcross Holdings Borrower LP ( Borrower ) owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. Borrower is owned of record 100% by Southcross Holdings Guarantor LP ( Guarantor ), and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC, which is owned of record 100% by Guarantor. Guarantor is owned of record 99.8% by Southcross Holdings LP ( Holdings ), and its 0.2% general partner interest is held by Southcross Holdings Guarantor GP LLC ( Guarantor GP ). Therefore, Guarantor GP may be deemed to indirectly beneficially own the Common Units, Class B Convertible Units and Subordinated

Units held by Borrower. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the Partnership Agreement)), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement). Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.

(1) NAME OF REPORTING PERSONS

Southcross Holdings Guarantor LP

(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 ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES (8) 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY (9) 57,688,364 (1) SOLE DISPOSITIVE POWER  
EACH

REPORTING

PERSON (10) 0 SHARED DISPOSITIVE POWER

WITH

57,688,364 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

PN limited partnership

(1) Southcross Holdings Borrower LP ( Borrower ) owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. Borrower is owned of record 100% by Southcross Holdings Guarantor LP ( Guarantor ), and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC, which is owned of record 100% by Guarantor. Therefore, Guarantor may be deemed to indirectly beneficially own the Common Units, Class B Convertible Units and Subordinated Units held by Borrower. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement



of Limited Partnership dated August 4, 2014 (the Partnership Agreement ), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement). Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.

(1) NAME OF REPORTING PERSONS

Southcross Holdings Borrower 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 ITEMS  
2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES (8) 0  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY (9) 57,688,364 (1)  
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON (10) 0  
SHARED DISPOSITIVE POWER

WITH

57,688,364 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

OO limited liability company

(1) Southcross Holdings Borrower LP ( Borrower ) owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. Borrower is owned of record 100% by Southcross Holdings Guarantor LP and its non-economic general partner interest is held by Southcross Holdings Borrower GP LLC ( Borrower GP ). Therefore, Borrower GP may be deemed to indirectly beneficially own the Common Units, Class B Convertible Units and Subordinated Units held by Borrower. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014

(the Partnership Agreement ), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement). Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.

(1) NAME OF REPORTING PERSONS

Southcross Holdings Borrower LP

(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 ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES (8) 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY (9) 57,688,364 (1) SOLE DISPOSITIVE POWER  
EACH

REPORTING

PERSON (10) 0 SHARED DISPOSITIVE POWER

WITH

57,688,364 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,688,364 (1)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

72.8% (2)

(14) TYPE OF REPORTING PERSON

PN limited partnership

(1) Southcross Holdings Borrower LP ( Borrower ) directly owns 26,492,074 common units representing limited partner interests ( Common Units ), 18,982,577 Class B convertible units representing limited partner interests ( Class B Convertible Units ) and 12,213,713 subordinated units representing limited partner interests ( Subordinated Units ) in the Issuer. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate (as defined in the Issuer's Third Amended and Restated Agreement of Limited Partnership dated August 4, 2014 (the Partnership Agreement ), which is incorporated by reference herein) on the Class B Conversion Date (as defined in the Partnership Agreement). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period (as defined in the Partnership Agreement).

Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of the Issuer, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary. See Item 1 of the Schedule 13D to which this cover page relates for a description of the securities to which this Schedule 13D relates.

### **EXPLANATORY NOTE**

This Amendment No. 9 (this Amendment) amends and supplements the Schedule 13D filed on August 14, 2014, as amended on May 21, 2015, February 18, 2016, April 6, 2016, May 5, 2016, August 17, 2016, January 12, 2017, August 15, 2017, and November 13, 2017 (as amended, the Original Schedule 13D and, as amended by this Amendment, this Schedule 13D), and is being jointly filed by the Reporting Persons with respect to the Common Units, Class B Convertible Units and Subordinated Units of Southcross Energy Partners, L.P. (SXE or the Issuer). Capitalized terms used herein but not defined herein shall have the meanings attributed to them in the Original Schedule 13D.

#### *Item 3. Source and Amount of Funds or Other Consideration*

The information previously provided in response to Item 3 is hereby amended and supplemented by adding to the end of Item 3 the following:

On February 9, 2018 and May 3, 2018, SHB received an additional 320,890 and 326,506 Class B PIK Units as distributions on the Class B Convertible Units.

The information provided or incorporated by reference in Item 4 and the second paragraph of Item 5 below is hereby incorporated by reference herein.

#### *Item 4. Purpose of Transaction*

Items 4(a)-(j) of the Original Schedule 13D are hereby amended and supplemented by adding to the end thereof the following:

On July 29, 2018, SXE by written notice to American Midstream Partners, LP, a Delaware limited partnership (AMID), terminated the Agreement and Plan of Merger, dated October 31, 2017, by and among the Partnership, Southcross Energy Partners GP, LLC, a Delaware limited liability company and the general partner of the Partnership (SXE GP), AMID, American Midstream GP, LLC, a Delaware limited liability company and the general partner of AMID (AMID GP), and Cherokee Merger Sub LLC, a Delaware limited liability company and wholly owned subsidiary of AMID (Merger Sub) as amended by that certain Amendment No. 1 to Merger Agreement, dated as of June 1, 2018, by and among the Partnership, SXE GP, AMID, AMID GP and Merger Sub (as amended, the Merger Agreement), as a result of the merger contemplated by the Merger Agreement not being completed on or prior to June 15, 2018 (this date for such termination right as originally reported in this Schedule 13D was June 1, 2018, and such date was extended to June 15, 2018).

Simultaneously, on July 29, 2018, Southcross Holdings LP, a Delaware limited partnership that indirectly owns 100% of the limited liability company interests of SXE GP (Holdings), by written notice to AMID, terminated the Contribution Agreement, dated October 31, 2017, by and among Southcross Holdings, AMID and AMID GP, as amended by that certain Amendment No. 1 to Contribution Agreement, dated as of June 1, 2018, by and among Southcross Holdings, AMID and AMID GP (as amended, the Contribution Agreement), as result of the transactions contemplated by the Contribution Agreement not being completed on or prior to June 15, 2018 (this date for such termination right as originally reported in this Schedule 13D was June 1, 2018, and such date was extended to June 15, 2018) due to AMID's Funding Failure (as defined in the Contribution Agreement). Pursuant to the terms of the Contribution Agreement, AMID is obligated to pay Southcross Holdings a fee of \$17,000,000 as a result of such termination, which amount has been paid.

Concurrent with the termination of the Merger Agreement and the Contribution Agreement, the previously reported Voting and Support Agreement entered into between AMID, SXE, and SXE GP terminated pursuant to its terms as a



result of the termination of the Merger Agreement.

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

Item 5 of the Original Schedule 13D is hereby amended and supplemented as follows:

(a) and (b) As of August 8, 2018, 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units are outstanding. The Class B Convertible Units convert into Common Units at the Class B Conversion Rate on the Class B Conversion Date; the initial Class B Conversion Rate is 1.0 (i.e., one Common Unit for each Class B Convertible Unit). The Subordinated Units convert into Common Units on a one-for-one basis on the expiration of the Subordination Period. Because such Class B Convertible Units and Subordinated Units were acquired in connection with transactions having the purpose or effect of changing or influencing the control of SXE, such Class B Convertible Units and Subordinated Units are considered converted for purposes of the calculations of the amounts noted under Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended. As a result of the relationship of the Reporting Persons, each of the Reporting Persons is deemed to be the beneficial owner, with shared power to vote or direct the vote and shared power to dispose or direct the disposition, of 57,688,364 Common Units, which constitutes approximately 72.8% of the outstanding Common Units (giving effect to the conversion of all outstanding Class B Convertible Units and Subordinated Units).

Southcross Holdings GP LLC

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

Southcross Holdings LP

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

Southcross Holdings Intermediary LLC

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

Southcross Holdings Guarantor GP LLC

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

Southcross Holdings Guarantor LP

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

Southcross Holdings Borrower GP LLC

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

Southcross Holdings Borrower LP

Amount Beneficially Owned: 57,688,364 (1)

Percentage: 72.8% (2)

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 57,688,364 (1)

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of: 57,688,364 (1)

(1) Borrower directly owns of record all of the 26,492,074 Common Units representing limited partner interests, 18,982,577 Class B Convertible Units representing limited partner interests and 12,213,713 Subordinated Units

representing limited partner interests in SXE of which each Reporting Person has beneficial ownership. Borrower is owned of record 100% by Guarantor, and its non-economic general partner interest is held by Borrower GP, which is owned of record 100% by Guarantor. Guarantor is owned of record 99.8% by Holdings, and its 0.2% general partner interest is held by Guarantor GP, which is owned of record 99% by Holdings and 1% by Southcross Intermediary LLC, which is owned 100% by Southcross Holdings LP. Southcross Holdings GP LLC is the non-economic general partner of Holdings

- (2) Based upon 48,658,197 Common Units, 18,982,577 Class B Convertible Units and 12,213,713 Subordinated Units outstanding as of August 8, 2018. For purposes of this calculation, the initial Class B Conversion Rate of 1.0 (i.e., one Common Unit for each Class B Convertible Unit) was used, although the Class B Conversion Rate may vary.

Pursuant to the Plan, EIG and SXE Aggregator each own 33.33% of each of Holdings GP and Holdings and the Lenders own 33.34% of each of Holdings GP and Holdings.

EIG, together with EIG Management Company, LLC, EIG Asset Management, LLC, EIG Global Energy Partners, LLC, The R. Blair Thomas 2010 Irrevocable Trust, R. Blair Thomas, The Randall Wade 2010 Irrevocable Trust, The Kristina Wade 2010 Irrevocable Trust, and Randall S. Wade are referred to collectively in this Schedule 13D as the EIG Parties.

SXE Aggregator, together with TW/LM GP Sub, LLC, Tailwater Energy Fund I LP, TW GP EF-I, LP, TW GP EF-I GP, LLC, TW GP Holdings, LLC, Tailwater Holdings, LP, Tailwater Capital LLC, Jason H. Downie and Edward Herring, are referred to collectively in this Schedule 13D as the Tailwater Parties.

(c) There have been no reportable transactions in the Common Units, Class B Convertible Units or Subordinated Units that were effected in the last 60 days by the Reporting Persons or Controlling Persons, except as described above and in Item 4, which is incorporated by reference in this Item 5(c).

(d) To the knowledge of the Reporting Persons, no other person, other than the Reporting Persons, the EIG Parties, the Tailwater Parties, and the Lenders (and each of their respective direct or indirect affiliates), has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Units, Class B Convertible Units or Subordinated Units.

(e) Other than Southcross Energy LLC and Charlesbank Capital Partners, LLC, as previously reported in this Schedule 13D, no other Reporting Person has ceased to be the beneficial owner of more than five percent of Common Units, Class B Convertible Units or Subordinated Units.

*Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer*

Item 6 of the Original Schedule 13D is hereby amended and supplemented as follows:

The information provided in Item 4 is incorporated by reference into this Item 6.

**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.

Date: August 9, 2018

**SOUTHCROSS HOLDINGS GP LLC,**

a Delaware limited liability company

By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary

**SOUTHCROSS HOLDINGS LP,**

a Delaware limited partnership

BY: SOUTHCROSS HOLDINGS GP LLC,

Its General Partner

By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary

**SOUTHCROSS HOLDINGS  
INTERMEDIARY LLC,**

a Delaware limited liability company

By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary

**SOUTHCROSS HOLDINGS  
GUARANTOR GP LLC,**

a Delaware limited liability company

By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary

**SOUTHCROSS HOLDINGS  
GUARANTOR LP,**

a Delaware limited partnership

BY: SOUTHCROSS HOLDINGS  
GUARANTOR GP LLC, Its General  
Partner



By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary

**SOUTHCROSS HOLDINGS BORROWER  
GP LLC,**

a Delaware limited liability company

By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary

**SOUTHCROSS HOLDINGS BORROWER  
LP,**

a Delaware limited partnership

BY: SOUTHCROSS HOLDINGS  
BORROWER GP LLC,

Its General Partner

By: /s/ Kelly J. Jameson  
Kelly J. Jameson  
Senior Vice President, General Counsel  
and Corporate Secretary