

Columbia Pipeline Partners LP
 Form 3
 February 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â NISOURCE INC/DE | | (Month/Day/Year) | Columbia Pipeline Partners LP [CPPL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 801 E. 86TH AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| MERRILLVILLE, IN 46410 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|---|-------|-------|--|------------|--------|---|--------------------------|
| Subordinated units (limited partner interests) | Â (1) | Â (1) | Common units (limited partner interests) | 46,811,398 | \$ (1) | I | See footnotes (2) (3) |
|---|-------|-------|--|------------|--------|---|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NISOURCE INC/DE 801 E. 86TH AVENUE MERRILLVILLE, IN 46410 | Â | Â X | Â | Â |
| Columbia Pipeline Group, Inc. 5151 SAN FELIPE ST., SUITE 2500 HOUSTON, TX 77056 | Â | Â X | Â | Â |

Signatures

/s/ Robert E. Smith, Vice President and Corporate Secretary of NiSource Inc. 02/13/2015
 **Signature of Reporting Person Date

/s/ Robert E. Smith, Vice President and Corporate Secretary of Columbia Pipeline Group, Inc. 02/13/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Each subordinated unit will convert into one common unit at the end of the subordinated period described in the Registration Statement on Form S-1 (File No. 333-198990) of Columbia Pipeline Partners LP (the "Issuer"). The subordinated units have no expiration date.
- (2) In connection with the initial public offering of the Issuer's common units and pursuant to that certain Contribution, Conveyance and Assumption Agreement, by and among the Issuer, NiSource Inc. ("NiSource"), Columbia Pipeline Group, Inc. ("CPG"), Columbia Energy Group ("CEG"), and the other parties thereto, dated February 11, 2015, CEG contributed certain assets to the Issuer in exchange for 46,811,398 subordinated units representing a 46.5% limited partner interest in the Issuer.
- (3) This Form 3 is being filed jointly by NiSource and CPG. The subordinated units are owned directly by CEG. CPG directly owns 100% of outstanding common stock of CEG and NiSource directly owns 100% of the outstanding common stock of CPG. Accordingly, NiSource and CPG may be deemed to indirectly own the subordinated units of the Issuer held directly by CEG, but each disclaims beneficial ownership except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.