

Edgar Filing: Navios Maritime Midstream Partners LP - Form SC 13G/A

Navios Maritime Midstream Partners LP
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
Under the Securities and Exchange Act of 1934
(Amendment No. 3) *

Navios Maritime Midstream Partners LP

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

Y62134104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

☒ Rule 13d-1 (b)
☐ Rule 13d-1 (c)
☐ Rule 13d-1 (d)

* 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 the disclosures provided in a prior cover page.

The information required in 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. Y62134104 13G

1 Name of Reporting Person / IRS Identification Number:
Piper Jaffray Companies / 30-0168701

2 Check the Appropriate Box if a Member of a Group (a) ☐
(b) ☐

3 SEC Use Only

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4 Citizenship or Place of Organization
 Delaware

Number of	5	Sole Voting Power
Shares	754,350	

Beneficially	6	Shared Voting Power
Owned By	648,120	

Each	7	Sole Dispositive Power
Reporting	754,350	

Person	8	Shared Dispositive Power
With:	648,120	

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 1,402,470 (See Exhibit A)

10 Check if the Aggregate Amount in Row (9) Excludes Certain
 Shares []

11 Percent of Class Represented by Amount in Row (9)
 15%

12 Type of Reporting Person
 HC

Item 1 (a) Name of Issuer: Navios Maritime Midstream Partners L.P.

Item 1 (b) Name of Issuer's Principal Executive Offices:

7 Avenue De Grande Bretagne Office 11B2

Monte Carlo, MC 98000 Monaco

Item 2 (a)-(c) This statement is filed on behalf of the following:

(a) This 13G is being jointly filed by Piper Jaffray
 Companies ("PJC"),Fiduciary/Claymore MLP Opportunity
 Fund ("FMO") and Nuveen Energy MLP Total Return Fund ("JMF").

PJC, FMO and JMF have entered into an Agreement regarding joint filing of the 13G dated February 17, 2015 (the "Agreement" pursuant to which PJC and FMO have agreed to file this 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) of the Securities Exchange Act of 1934,as amended (the "Act"). A copy of the Agreement is attached hereto.

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- Item 2 (b) Address: Piper Jaffray Companies
800 Nicollet Mall Suite 800
Minneapolis, MN 55402
- Fiduciary/Claymore MLP Opportunity Fund
227 West Monroe Street
Chicago, IL 60606
- Nuveen Energy MLP Total Return Fund
333 West Wacker Drive
Chicago IL 60606
- Item 2 (c) Citizenship: Piper Jaffray Companies is a Delaware Corporation
FMO is a Delaware Statutory Trust and JMF is a Massachusetts
Business Trust.
- Item 2 (d) Title of Class of Securities: Common Units Representing
Limited Partner Interests
- Item 2 (e) CUSIP Number: Y62134104
- Item 3 This statement is filed pursuant to Rule 13d-1(b) or
13d-2(b) and the person filing, Piper Jaffray Companies,
is a parent holding company in accordance with Section
240.13d-1(b)(ii)(G). (Note: See Item 7).
- Item 4 Ownership
- (a) Amount Beneficially Owned:
- | | |
|-------------------------|-----------------|
| Advisory Research, Inc. | 1,402,470 units |
| FMO | 648,120 units |
| JMF | 608,895 units |
- (b) Percent of Class
- | | |
|-------------------------|-------|
| Advisory Research, Inc. | 15.0% |
| FMO | 6.9% |
| JMF | 6.5% |
- (c) Number of common units as to which reporting person has:
- | | | | |
|-------------------------|--------------------------|-----------|--------|
| Advisory Research, Inc. | | | |
| (i) | Sole Voting Power | 145,455 | Shares |
| (ii) | Shared Voting Power | 1,257,015 | Shares |
| (iii) | Sole Dispositive Power | 145,455 | Shares |
| (iv) | Shared Dispositive Power | 1,257,015 | Shares |
| FMO | | | |
| (i) | Sole Voting Power | 0 | Shares |
| (ii) | Shared Voting Power | 648,120 | Shares |
| (iii) | Sole Dispositive Power | 0 | Shares |
| (iv) | Shared Dispositive Power | 648,120 | Shares |
| JMF | | | |
| (i) | Sole Voting Power | 0 | Shares |
| (ii) | Shared Voting Power | 608,895 | Shares |
| (iii) | Sole Dispositive Power | 0 | Shares |
| (iv) | Shared Dispositive Power | 608,895 | Shares |
- Item 5 Ownership of Five Percent or Less of a Class:
Not Applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another
Person:

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The clients referenced in Exhibit A have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the securities held in their respective accounts. Except for the Nuveen Energy MLP Total Return Fund and the Fiduciary/Claymore MLP Opportunity Fund, no Investment Companies' or individual's interest exceeds 5% of the class of securities.

Item 7 Identification and Classification of the Subsidiary
Which Acquired the Security being Reported on by the
Parent Holding Company:

See attached Exhibit A.

Item 8 Identification and Classification if Members of
the Group: Not Applicable

Item 9 Notice of Dissolution of Group: Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

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.

02/13/2015

Date

Piper Jaffray Companies

By /s/ Christopher D. Crawshaw

Signature

Christopher D. Crawshaw
Head of Asset Management

Name/Title

Advisory Research, Inc.

By /s/ Christopher D. Crawshaw

Signature

Christopher D. Crawshaw
President, Chief Executive Officer

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Name/Title

Fiduciary/Claymore MLP Opportunity Fund

By /s/ John Sullivan

Signature

John Sullivan
Chief Financial Officer

Name/Title

Nuveen Energy MLP Total Return Fund

By /s/ Kevin J. McCarthy

Signature

Kevin J. McCarthy
Vice President

Name/Title

JOINT FILING AGREEMENT

The undersigned persons, on February 17, 2015, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Units of Navios Maritime Midstream Partners LP at December 31, 2014.

Piper Jaffray Companies

By /s/ Christopher D. Crawshaw

Signature

Christopher D. Crawshaw
Head of Asset Management

Name/Title

Advisory Research, Inc.

By /s/ Christopher D. Crawshaw

Signature

Christopher D. Crawshaw
President, Chief Executive Officer

Name/Title

Fiduciary/Claymore MLP Opportunity Fund

By /s/ John Sullivan

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Signature

John Sullivan
Chief Financial Officer

Name/Title

Nuveen Energy MLP Total Return Fund

By /s/ Kevin J. McCarthy

Signature

Kevin J. McCarthy
Vice President

Name/Title

EXHIBIT A

Pursuant to the instructions in Item 7 of Schedule 13G, Advisory Research, Inc. ("ARI"), 180 N. Stetson, Chicago, IL 60601, a wholly-owned subsidiary of Piper Jaffray Companies and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 1,402,470 common units representing limited partner interests or 15% of the Common Units outstanding of Navios Maritime Midstream Partners LP ("the Company") as a result of acting as investment adviser to various clients.

Piper Jaffray Companies may be deemed to be the beneficial owner of these 1,402,470 common units through control of ARI. However, Piper Jaffray Companies disclaims beneficial ownership of such common units. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.