GIP III Stetson II, L.P. Form 4 January 29, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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 * Global Infrastructure Investors III, LLC

> (Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS,, 30TH FLOOR

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

EnLink Midstream, LLC [ENLC]

3. Date of Earliest Transaction (Month/Day/Year) 01/25/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X 10% Owner Other (specify Officer (give title below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10105

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3) any

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

I

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price

Common 01/25/2019 Units

Α 94,660,600 (1) 224,355,359 Α

(A)

See **Footnotes**

(2) (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Tit	le and ant of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Unde	rlving	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		`	,	Secur	, ,	(Instr. 5)	Bene
(Illisti: 5)	Derivative		(Month Buji Tear)	(111511.0)	Securities				. 3 and 4)	(Illisti: 5)	Owne
	Security				Acquired			(IIISti	. <i>5</i> and 1)		Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						_			or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Global Infrastructure Investors III, LLC 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X				
Global Infrastructure GP III, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X				
GIP III Stetson Aggregator II, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X				
GIP III Stetson Aggregator I, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X				
GIP III Stetson GP, LLC 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X				
GIP III Stetson II, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X				

Reporting Owners 2

Signatures

GLOBAL INFRASTRUCTURE INVESTORS III, LLC By: /s/ Matthew Harris, Partner	01/29/2019
**Signature of Reporting Person	Date
GLOBAL INFRASTRUCTURE GP III, L.P. By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
**Signature of Reporting Person	Date
GIP III STETSON AGGREGATOR II, L.P. By: Global Infrastructure GP III, L.P., its general partner By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
**Signature of Reporting Person	Date
GIP III STETSON AGGREGATOR I, L.P. By: Global Infrastructure GP III, L.P., its general partner By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
**Signature of Reporting Person	Date
GIP III STETSON GP, LLC By: /s/ Matthew Harris, Partner	01/29/2019
**Signature of Reporting Person	Date
GIP III STETSON II, L.P. By: GIP III Stetson GP, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

Pursuant to the Agreement and Plan of Merger, dated as of October 21, 2018 (the "Merger Agreement"), by and among the Issuer, EnLink Midstream Manager, LLC ("EnLink Midstream Manager"), NOLA Merger Sub, LLC ("Merger Sub"), EnLink Midstream

- Partners, LP ("EnLink Midstream Partners"), and EnLink Midstream GP, LLC, on January 25, 2019 (the "Effective Time") each issued and outstanding common unit of EnLink Midstream Partners (the "Partnership Common Units") except for any Common Units held by the Issuer and its subsidiaries, were converted into 1.15 Common Units of the Issuer. As a result, the 94,660,600 Partnership Common Units held by GIP III Stetson I, L.P. ("Stetson I") were converted into 108,859,690 Common Units at the Effective Time.
- (2) Following the transaction reported herein, GIP III Stetson II, L.P. ("Stetson II") is the record holder of 115,495,669 Common Units and Stetson I is the record holder of 108,859,690 Common Units.

Global Infrastructure Investors III, LLC ("Global Investors") is the sole general partner of Global Infrastructure GP III, L.P. ("Global GP"), which is the general partner of each of GIP III Stetson Aggregator I, L.P. ("Aggregator I") and GIP III Stetson Aggregator II, L.P. ("Aggregator II"), which are the managing members of GIP III Stetson GP, LLC ("Stetson GP"), which is the general partner of Stetson I

(3) and Stetson II. As a result, Global Investors, Global GP, Aggregator I, Aggregator II and Stetson GP may be deemed to share beneficial ownership of the Common Units owned by Stetson I and Stetson II. Adebayo Ogunlesi, Jonathan Bram, William Brilliant, Matthew Harris, Michael McGhee, Rajaram Rao, William Woodburn, Salim Samaha and Robert O'Brien, as the voting members of the Investment Committee of Global Investors, may be deemed to share beneficial ownership of the Common Units beneficially owned by Global Investors. Such individuals expressly disclaim any such beneficial ownership.

Remarks:

GIP III Stetson I, L.P. has separately filed a Form 3 with respect to the securities reported herein.

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.

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