

TC PIPELINES LP
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G*

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No. 2)*

TC Pipelines, LP
(Name of Issuer)

Common Units
(Title of Class of Securities)

87233Q108
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of the 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. 87233Q108 **13G** Page 2 of 10 Pages

NAME OF REPORTING PERSONS

1. Energy Income Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

SOLE VOTING POWER

5.0

NUMBER OF

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

6,877,079

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.0

PERSON

WITH

8. SHARED DISPOSITIVE POWER

6,877,079

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,877,079

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

10. ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.9.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.IA

Cusip No. 87233Q108 **13G** Page 3 of 10 Pages

NAME OF REPORTING PERSONS

1. James J. Murchie

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. USA

SOLE VOTING POWER

5.0

NUMBER OF

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

6,877,079

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.0

PERSON

WITH

8. SHARED DISPOSITIVE POWER

6,877,079

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,877,079

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

10.
..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.9.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.HC

Cusip No. 87233Q108 13G Page 4 of 10 Pages

NAME OF REPORTING PERSONS

1. Eva Pao

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. USA

SOLE VOTING POWER

5.0

NUMBER OF

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

6,877,079

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.0

PERSON

WITH

8. SHARED DISPOSITIVE POWER

6,877,079

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,877,079

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

10. ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 9.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12. HC

Cusip No. 87233Q108 **13G** Page 5 of 10 Pages

NAME OF REPORTING PERSONS

1. Saul Ballesteros

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. USA

SOLE VOTING POWER

5.0

NUMBER OF

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

6,877,079

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.0

PERSON

WITH

8. SHARED DISPOSITIVE POWER

6,877,079

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,877,079

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

10.
..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.9.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.HC

Cusip No. 87233Q108 13G Page 6 of 10 Pages

NAME OF REPORTING PERSONS

1. John K. Tysseland

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. USA

SOLE VOTING POWER

5.0

NUMBER OF

6. SHARED VOTING POWER

SHARES

6,877,079

BENEFICIALLY

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.0

PERSON

WITH

8. SHARED DISPOSITIVE POWER

6,877,079

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,877,079

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS)

10.
..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.9.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.HC

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Item 1(a). Name of Issuer:

TC Pipelines, LP

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

700 Louisiana Street
Suite 700
Houston, TX 77002

Item 2(a). Name of Person Filing:

- (i) Energy Income Partners, LLC
- (ii) James Murchie
- (iii) Eva Pao
- (iv) Saul Ballesteros
- (v) John Tysseland

Item 2(b). Address of Principal Business Office or, if none, Residence:

10 Wright Street
Westport, Connecticut 06880

Item 2(c). Citizenship:

- (i) Energy Income Partners, LLC is a Delaware limited liability company
- (ii) James Murchie is a citizen of the United States of America
- (iii) Eva Pao is a citizen of the United States of America
- (iv) Saul Ballesteros is a citizen of the United States of America
- (v) John Tysseland is a citizen of the United States of America

Item 2(d). Title of Class of Securities:

Common Units

Item 2(e). CUSIP Number:

87233Q108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

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- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) x An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);

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(j) "A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) "Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

This Schedule 13G is being filed on behalf of (i) Energy Income Partners, LLC, a Delaware limited liability company; (ii) James J. Murchie; (iii) Eva Pao; (iv) Saul Ballesteros; and (v) John K. Tysseland.

Ownership as of December 31, 2018, is incorporated by reference to items (5) - (9) and (11) of each of the cover pages of the Reporting Persons.

James J. Murchie, Eva Pao and John Tysseland are the Portfolio Managers with respect to portfolios managed by Energy Income Partners, LLC. Saul Ballesteros is a control person of Energy Income Partners, LLC.

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:

Energy Income Partners, LLC, serves as a sub-adviser to certain registered investment companies advised by First Trust Advisors LP ("Sub-Advised Funds"). As of December 31, 2018, the Sub-Advised Funds beneficially owned 7.5% of this share class.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

- (i) Energy Income Partners, LLC
- (ii) James Murchie
- (iii) Eva Pao
- (iv) Saul Ballesteros; and
- (v) John K. Tysseland

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certifications:

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 the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Date: February 14, 2019

By: /s/ Nandita Hogan

Name: Nandita Hogan

Title: Chief Compliance Officer, Energy Income Partners, LLC

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, *Provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations

(see 18 U.S.C. 1001).

EXHIBIT 1

AGREEMENT OF JOINT FILING

Energy Income Partners, LLC, James J. Murchie, Eva Pao, Linda A. Longville, Saul Ballesteros and John K. Tysseland hereby agree that the Statement on Schedule 13G to which this agreement is attached as an exhibit as well as all future amendments to such Statement, shall be filed jointly on behalf of each of them. This agreement is intended to satisfy the requirements of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended.

Dated: February 14, 2019

By: /s/ James J. Murchie
Energy Income Partners, LLC

Title: Chief Executive Officer

By: /s/ Eva Pao
Name: Eva Pao

Title: Partner

By: /s/ Saul Ballesteros
Name: Saul Ballesteros

Title: Head Trader

By: /s/ John K. Tysseland
Name: John K. Tysseland

Title: Portfolio Manager