

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

Form 4

December 11, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARCLIGHT ENERGY PARTNERS
FUND V, L.P.

(Last) (First) (Middle)

C/O ARCLIGHT CAPITAL
PARTNERS, LLC, 200
CLARENDON STREET, 55TH
FLOOR

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
American Midstream Partners, LP
[AMID]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEE REMARKS

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Units (limited partner interests)	12/10/2018		A		810,517	A	\$ 0 <u>(1)</u>	15,385,954 <u>(2)</u>	I <u>(3)</u> See Footnote 3

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCLIGHT ENERGY PARTNERS FUND V, L.P. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		SEE REMARKS
Magnolia Infrastructure Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
ArcLight Capital Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
ArcLight Capital Partners, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		
Revers Daniel R C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X		

____**Signature of Reporting Person Date

**Signature of Reporting Person _____ Date _____

_____*Signature of Reporting Person Date

_____*Signature of Reporting Person Date

**Signature of Reporting Person _____ Date _____

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(2) Does not include (i) 7,707,571 Series A-1 Convertible Preferred Units held directly by High Point Infrastructure Partners, LLC ("HPIP"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.2811 at any time, (ii) 3,302,158 Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC ("Magnolia"), which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.2811 at any time and (iii) 9,241,642 Series C Convertible Preferred Units held by Magnolia Holdings, which have no expiration date and are convertible in whole or in part into common units of the Issuer at a conversion rate of 1:1.0014 at any time.

(3) The common units reflected in Column 5 include (i) 2,853,482 common units directly owned by Busbar II, LLC ("Busbar"), (ii) 10,563,942 common units directly owned by Magnolia Holdings, (iii) 618,921 common units directly owned by Magnolia, (iv) 1,349,609 common units directly owned by American Midstream GP, LLC (the "General Partner"), the general partner of the Issuer.

ArcLight Capital Holdings, LLC ("ArcLight Holdings") is the sole manager and member of ArcLight Capital Partners, LLC ("

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