

American Midstream GP, LLC
 Form 4
 February 03, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2016

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

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

(Street)

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

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

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

BOSTON, MA 02117

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------------|
| Common Units (Limited Partner Interests) | 02/01/2016 | | P | 117,900 ⁽¹⁾ | \$ 7.74 ⁽²⁾ | 3,191,265 ⁽³⁾ | I | See Footnote ⁽⁴⁾ |
| Common Units (Limited Partner Interests) | 02/02/2016 | | P | 77,974 ⁽¹⁾ | \$ 7.36 ⁽⁵⁾ | 3,269,239 ⁽³⁾ | I | See Footnote ⁽⁶⁾ |

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Interests)

Common
Units
(Limited
Partner
Interests)

02/03/2016

P

1 (1)

A

\$

7.75 (7)

3,269,240 (3) I

See

Footnote
(8)

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)

| 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 |
| American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202 | X | X | | |
| Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |

High Point Infrastructure Partners, LLC
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

ArcLight Capital Holdings, LLC
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

ArcLight Capital Partners, LLC
 200 CLARENDON STREET, 55TH FLOOR X X
 BOSTON, MA 02117

Revers Daniel R
 C/O ARCLIGHT CAPITAL PARTNERS, LLC X X
 200 CLARENDON STREET, 55TH FLOOR
 BOSTON, MA 02117

Signatures

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 02/03/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President 02/03/2016
 Date
 Signature of Reporting Person

/s/ William B. Mathews, AMERICAN MIDSTREAM GP, LLC, By: William B. Mathews, Senior Vice President 02/03/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner 02/03/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner 02/03/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers, ARCLIGHT ENERGY PARTNERS FUND V, L.P., By: ArcLight PEF GP V, LLC, its General Partner, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner 02/03/2016
 Date
 Signature of Reporting Person

/s/ Daniel R. Revers 02/03/2016
 Date
 Signature of Reporting Person

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).
- (1) Common units were purchased pursuant to a 10b5-1 plan entered into on January 8, 2016.

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(2) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$7.41 to \$8.03, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.

(3) Does not include (i) 6,477,957 Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC ("HPIP"), which do not have an expiration date and are convertible in whole or in part on an approximate 1.098:1 basis into common units at any time after January 1, 2014 and (ii) 2,762,503 Series A-2 Convertible Preferred Units held by Magnolia (as defined below), which do not have an expiration date and are convertible in whole or in part on an approximate 1.098:1 basis into common units at any time.

(4) Busbar II, LLC ("Busbar"), a direct, wholly owned subsidiary of ArcLight Energy Partners Fund V, L.P. ("Fund V"), directly owns 1,222,735 common units out of the 3,191,265 common units reflected in Column 5. Magnolia Infrastructure Partners, LLC, an indirect, wholly owned subsidiary of Fund V ("Magnolia"), directly owns 618,921 common units out of the 3,191,265 common units reflected in Column 5. American Midstream GP, LLC (the "General Partner") directly owns 1,349,609 common units out of the 3,191,265 common units reflected in Column 5.

(5) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions ranging from \$7.00 to \$7.75, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the range set forth above.

(6) Busbar directly owns 1,300,709 common units out of the 3,269,239 common units reflected in Column 5. Magnolia directly owns 618,921 common units out of the 3,269,239 common units reflected in Column 5. The General Partner directly owns 1,349,609 common units out of the 3,269,239 common units reflected in Column 5.

(7) The common unit was purchased in a single transaction with a purchase price of \$7.75.

(8) Busbar directly owns 1,300,710 common units out of the 3,269,240 common units reflected in Column 5. Magnolia directly owns 618,921 common units out of the 3,269,240 common units reflected in Column 5. The General Partner directly owns 1,349,609 common units out of the 3,269,240 common units reflected in Column 5.

Remarks:

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

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.