

ARCLIGHT ENERGY PARTNERS FUND V, L.P.
 Form 4
 November 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 Capital Partners, LLC

2. Issuer Name and Ticker or Trading Symbol
 Enable Midstream Partners, LP
 [ENBL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 200 CLARENDON STREET, 55TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2016

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

BOSTON, MA 02117

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 Person

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Units representing limited partners interests | 11/01/2016 | | S | 43,206 | D \$ 14.48 45,731,198 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| Common Units representing limited partners | 11/02/2016 | | S | 706,793 | D \$ 14.49 45,024,405 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |

interests

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

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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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 Capital Partners, LLC
200 CLARENDON STREET
55TH FLOOR
BOSTON, MA 02117

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

Bronco Midstream Infrastructure, LLC
200 CLARENDON STREET
55TH FLOOR
BOSTON, MA 02117

Enogex Holdings LLC
200 CLARENDON STREET
55TH FLOOR
BOSTON, MA 02117

ArcLight Energy Partners Fund IV LP
 200 CLARENDON STREET
 55TH FLOOR
 BOSTON, MA 02117

ARCLIGHT ENERGY PARTNERS FUND V, L.P.
 200 CLARENDON STREET
 55TH FLOOR
 BOSTON, MA 02117

Bronco Midstream Partners, L.P.
 200 CLARENDON STREET
 55TH FLOOR
 BOSTON, MA 02117

Revers Daniel R
 200 CLARENDON STREET
 55TH FLOOR
 BOSTON, MA 02117

Signatures

| | |
|---|--------------------|
| ARCLIGHT CAPITAL PARTNERS, LLC By: /s/ Daniel R. Revers Daniel R. Revers, Managing Partner | 11/03/2016 Date |
| **Signature of Reporting Person | |

| | |
|--|--------------------|
| ARCLIGHT CAPITAL HOLDINGS, LLC By: /s/ Daniel R. Revers Daniel R. Revers, Manager | 11/03/2016 Date |
| **Signature of Reporting Person | |

| | |
|--|--------------------|
| BRONCO MIDSTREAM INFRASTRUCTURE, LLC By: /s/ Daniel R. Revers Daniel R. Revers, President | 11/03/2016 Date |
| **Signature of Reporting Person | |

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|--|--------------------|
| ENOGEX HOLDINGS LLC By: /s/ Daniel R. Revers Daniel R. Revers, President | 11/03/2016 Date |
| **Signature of Reporting Person | |

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|--|--------------------|
| ARCLIGHT ENERGY FUND IV, L.P. By: ArcLight PEF GP IV, LLC, its general partner By: ArcLight Capital Holdings, LLC, its manager By: /s/ Daniel R. Revers Daniel R. Revers, Managing Partner | 11/03/2016 Date |
| **Signature of Reporting Person | |

| | |
|--|--------------------|
| ARCLIGHT ENERGY FUND V, L.P. By: ArcLight PEF GP V, LLC, its general partner By: ArcLight Capital Holdings, LLC, its manager By: /s/ Daniel R. Revers Daniel R. Revers, Managing Partner | 11/03/2016 Date |
| **Signature of Reporting Person | |

| | |
|---|--------------------|
| BRONCO MIDSTREAM PARTNERS, L.P. By: ArcLight Bronco Partners GP, LLC, its general partner By: /s/ Daniel R. Revers Daniel R. Revers, President | 11/03/2016 Date |
| **Signature of Reporting Person | |

| | |
|---------------------------------------|--------------------|
| /s/ Daniel R. Revers Daniel R. Revers | 11/03/2016 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).

This Form 4 is filed jointly by ArcLight Capital Partners, LLC ("ArcLight Capital Partners"), ArcLight Capital Holdings, LLC, ArcLight Energy Partners Fund V, L.P. ("Fund V"), ArcLight Energy Partners Fund IV, L.P. ("Fund IV"), Bronco Midstream Partners, L.P. ("Bronco Midstream"), Bronco Midstream Infrastructure, LLC ("Bronco Infrastructure") and Enogex Holdings LLC ("Enogex Holdings")

(1) and collectively with the foregoing and their respective general partners and subsidiaries "ArcLight"). ArcLight Capital Partners has ultimate voting and investment control over the securities reported herein. Due to certain voting rights granted to Mr. Revers as a member of ArcLight Capital Partners' investment committee, Mr. Revers may be deemed to indirectly beneficially own the units attributable to ArcLight Capital Partners, LLC, but disclaims any such ownership except to the extent of his pecuniary interest therein.

The Common Units are held directly by Bronco Infrastructure and Enogex. ArcLight Capital Partners is the investment advisor for, and (2) ArcLight Capital Holdings, LLC is the managing member of the general partner of each of Fund IV, Fund V and Bronco Midstream. Bronco Infrastructure is an indirect wholly-owned subsidiary of Enogex.

The price reported in Column 4 is a weighted average price. These Common Units were sold in multiple transactions at prices ranging (3) from \$14.28 to \$14.92, inclusive. The reporting person undertakes to provide to Enable Midstream Partners, LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These Common Units were sold in multiple transactions at prices ranging from \$14.30 to \$14.85, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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