Revers Daniel R Form 4 November 17, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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January 31, Expires: 2005

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Magnolia Infrastructure Partners, LLC

(First)

(Middle)

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

2. Issuer Name and Ticker or Trading Symbol

American Midstream Partners, LP [AMID]

3. Date of Earliest Transaction (Month/Day/Year) 11/13/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director X 10% Owner Other (specify Officer (give title

(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 _X_ 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 2A. Deemed

(Month/Day/Year) Execution Date, if any (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Convertible Preferred Units	(1)	11/13/2015		<u>J(1)</u>	196,106	<u>(1)</u>	<u>(1)</u>	Common Units	196,106
Series A-2 Convertible Preferred Units	(3)	11/13/2015		<u>J(3)</u>	84,018	(3)	(3)	Common Units	84,018
Series B Convertible Preferred Units	<u>(5)</u>	11/13/2015		J <u>(5)</u>	24,384	<u>(5)</u>	<u>(5)</u>	Common Units	24,384

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner name, radices	Director	10% Owner	Officer	Other		
Magnolia Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117	X	X				
American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202	X	X				
High Point Infrastructure Partners, 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				

Reporting Owners 2

X

X

X

X

ARCLIGHT ENERGY PARTNERS FUND V, L.P.

C/O ARCLIGHT CAPITAL PARTNERS, LLC

200 CLARENDON STREET, 55TH FLOOR

BOSTON, MA 02117

Revers Daniel R

C/O ARCLIGHT CAPITAL PARTNERS, LLC

200 CLARENDON STREET, 55TH FLOOR

BOSTON, MA 02117

/s/ Daniel R. Revers

Signatures

/s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R.

Revers, President

**Signature of Reporting Person Date

11/17/2015

11/17/2015

Date

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R.

Revers, President 11/17/2015

**Signature of Reporting Person Date

/s/ William B. Mathews, AMERICAN MIDSTREAM GP, LLC, By: William B. Mathews,

Senior Vice President 11/17/2015

**Signature of Reporting Person Date

/s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers,

Managing Partner 11/17/2015

**Signature of Reporting Person Date

/s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers,

Managing Partner 11/17/2015

**Signature of Reporting Person Date

/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

**Signature of Reporting Person Date

11/17/2015

**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).
 - Represents Series A-1 Convertible Preferred Units (the "Series A-1 Units") held directly by High Point Infrastructure Partners, LLC
- (1) ("HPIP") received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A-1 Units owned on the distribution record date. The Series A-1 Units have no expiration date and are convertible in whole or in part on a one-for-one basis
- into common units of the Issuer ("Common Units") at any time after January 1, 2014.

 Represents the aggregate number of Series A-1 Units held after the acquisition of Series A-1 Units reported in Column 5 of this line
- item.
- Represents Series A-2 Convertible Preferred Units (the "Series A-2 Units") held by Magnolia Infrastructure Partners, LLC (3) ("Magnolia"). The Series A-2 Units have no expiration date and are initially convertible on a one-for-one basis into Common Units at any time.

Signatures 3

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- (4) Represents the aggregate number of Series A-2 Units held after the acquisition of Series A-2 Units reported in Column 5 of this line item.
 - Represents Series B Convertible Preferred Units (the "Series B Units") held directly by American Midstream GP, LLC (the "General Partner") received on a quarterly basis as payment-in-kind on a pro rata basis with holders of the Issuer's Common Units in lieu of cash
- (5) distributions on the Series B Units owned on the distribution record date. The Series B Units have no expiration date and are convertible in whole or in part on a one-for-one basis into Common Units at any time after January 22, 2016 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement, at the reporting person's election.
- (6) Represents the aggregate number of Series B Units held after the acquisition of Series B Units reported in Column 5 of this line item.

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.