

American Midstream Partners, LP  
Form SC 13D/A  
July 02, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**American Midstream Partners, LP**  
**(Name of issuer)**

**Common Units Representing Limited Partner Interests**  
**(Title of class of securities)**

**02752P 100**  
**(CUSIP number)**

**Christine Miller**

**Magnolia Infrastructure Partners, LLC**

**c/o ArcLight Capital Partners**  
**200 Clarendon Street, 55th Floor**

**Boston, MA 02117**

**(617) 531-6338**

**(Name, address and telephone number of person authorized to receive notices and communications)**

**June 30, 2015**

**(Date of event which requires filing of this statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box: "

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 disclosures provided in a prior cover page.

The information required on 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.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,983,553 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,983,553 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,983,553 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

30.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,604,083 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, which is 95% owned by High Point.

Note 2: Based on 32,741,030 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015 and (d) 2,604,083 Common Units issuable upon the conversion of Series A-2 Units outstanding as of June 30, 2015, as discussed in Item 3.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

High Point Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

7,379,470 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

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7,379,470 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

7,379,470 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

24.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ) and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point.

Note 2: Based on 30,136,947 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015 and (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

American Midstream GP, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

1,301,282 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

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1,301,282 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,301,282 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

5.4% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC, the Issuer s general partner (the General Partner ).

Note 2: Based on 24,058,759 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 11, 2015 and (b) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015.



CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Energy Partners Fund V, L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,983,553 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,983,553 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,983,553 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

30.5% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,604,083 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 32,741,030 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015 and (d) 2,604,083 Common Units issuable upon the conversion of Series A-2 Units outstanding as of June 30, 2015, as discussed in Item 3.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight PEF GP V, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,983,553 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,983,553 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,983,553 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

30.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,604,083 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 32,741,030 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015 and (d) 2,604,083 Common Units issuable upon the conversion of Series A-2 Units outstanding as of June 30, 2015, as discussed in Item 3.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Holdings, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,983,553 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,983,553 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,983,553 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

30.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,604,083 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 32,741,030 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015 and (d) 2,604,083 Common Units issuable upon the conversion of Series A-2 Units outstanding as of June 30, 2015, as discussed in Item 3.

CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Partners, LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,983,553 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,983,553 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,983,553 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

30.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,604,083 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 32,741,030 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015 and (d) 2,604,083 Common Units issuable upon the conversion of Series A-2 Units outstanding as of June 30, 2015, as discussed in Item 3.



CUSIP NO. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Daniel R. Revers

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

WC

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,983,553 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,983,553 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,983,553 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

..

13. Percent of class represented by amount in Row 11

30.5% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 6,078,188 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), which is indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 2,604,083 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia and 1,301,282 Series B Convertible Preferred Units ( Series B Units ) held by American Midstream GP, LLC (the General Partner ), which is 95% owned by High Point. See Item 5.

Note 2: Based on 32,741,030 common units of the Issuer ( Common Units ) outstanding, on an as-converted basis, which equals the sum of (a) 22,757,477, the number of Common Units outstanding as of May 8, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 11, 2015, (b) 6,078,188 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 15, 2015, (c) 1,301,282 Common Units issuable upon the conversion of Series B Units outstanding as of May 15, 2015 and (d) 2,604,083 Common Units issuable upon the conversion of Series A-2 Units outstanding as of June 30, 2015, as discussed in Item 3.

This Amendment No. 5 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015, Amendment No. 3 filed on April 3, 2015 and Amendment No. 4 filed on May 15, 2015 (as amended, this Schedule 13D ), filed with respect to the common units representing limited partner interests ( Common Units ) of American Midstream Partners, LP (the Issuer ).

**ITEM 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby supplemented as follows:

On June 30, 2015, the Issuer entered into a Second Series A-2 Convertible Preferred Unit Purchase Agreement (the Second Purchase Agreement ) with Magnolia Infrastructure Partners, LLC (the Purchaser ), pursuant to which the Purchaser purchased \$25 million of Series A-2 Convertible Preferred Units (the Second Series A-2 Units ) at a per unit price of \$17.50, for an aggregate total of \$45 million in purchases pursuant to the Series A-2 Convertible Preferred Unit Purchase Agreement (the Purchase Agreement ) with Purchaser, dated March 31, 2015, and the Second Purchase Agreement. The Purchaser used cash on hand to purchase the Series A-2 Units.

The Second Purchase Agreement is filed as Exhibit 2 to this Schedule 13D and incorporated by reference herein.

**ITEM 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended as follows:

(a)-(c) The information contained on the cover pages to this Schedule 13D are incorporated herein by reference.

**ITEM 7. Material to be Filed as Exhibits.**

See the Exhibit Index following the signature pages hereto.

**SIGNATURES**

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.

Dated: July 2, 2015

AMERICAN MIDSTREAM GP, LLC

/s/ William Mathews  
William Mathews, Senior Vice President,

General Counsel and Secretary

HIGH POINT INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel Revers  
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V,  
L.P.

By: ArcLight PEF GP V, L.P.  
its General Partner

By: ArcLight Capital Holdings, LLC  
its Manager

/s/ Daniel Revers  
Daniel R. Revers, Managing Partner

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC  
its Manager

/s/ Daniel Revers

Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

/s/ Daniel Revers

Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel Revers

Daniel R. Revers, Managing Partner

/s/ Daniel Revers

Daniel R. Revers

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

1. Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 3 to Schedule 13D filed by the reporting persons on April 2, 2015)
2. Second Series A-2 Convertible Preferred Unit Purchase Agreement dated as of June 30, 2015, by and among the Issuer and Magnolia Infrastructure Partners, LLC (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on July 2, 2015 File No. 001-35257)