

EnLink Midstream Partners, LP  
 Form 4  
 August 05, 2015

**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 \*  
 EnLink Midstream, LLC

2. Issuer Name and Ticker or Trading Symbol  
 EnLink Midstream Partners, LP  
 [ENLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2501 CEDAR SPRINGS ROAD, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/03/2015

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

DALLAS, TX 75201

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

(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                    | 08/03/2015                           |  | C(1)                           | 36,629,888 A  | (1) 85,679,351  | I  | See Footnote (2)                                      |

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)**

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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. 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) | Amount       |               |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Number Shares |
| Class E Common Units                       | (1)  | 08/03/2015                           |  | J(1)                           | 36,629,888 (1)  | (1)  | (1)   | COMMON UNITS | 36,629,888    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EnLink Midstream, LLC<br>2501 CEDAR SPRINGS ROAD<br>SUITE 100<br>DALLAS, TX 75201 | X             | X         |         |       |

## Signatures

Barry E. Davis                      08/05/2015  
 \*\*Signature of                      Date  
 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) On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia Natural Gas Corp I, Inc. ("Acacia") pursuant to which Acacia sold its remaining 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 36,629,888 Class E Common Units of the Issuer (the "Class E Common Units"). The Class E Common Units converted into Common Units on a one-for-one basis on August 3, 2015.
- (2) 17,431,152 Common Units are held of record by EnLink Midstream, Inc. ("EMI"), a wholly owned subsidiary of EnLink Midstream, and 68,248,199 Common Units are owned by Acacia.
- (3) The Class E Common Units were held of record by Acacia.

### Remarks:

Because EMI, a wholly owned subsidiary of EnLink Midstream, has the right to appoint all of the directors of EnLink Midstream, LP, the Issuer is not required to report the names of the directors of EnLink Midstream, LP.

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.