

American Midstream Partners, LP
Form SC 13G/A
February 05, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

AMERICAN MIDSTREAM PARTNERS, LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

02752P 10 0

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Edgar Filing: American Midstream Partners, LP - Form SC 13G/A

“ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page. The information required in 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 (however, see the Notes).

Page 1 of 5 pages

1. NAMES OF REPORTING PERSONS

The Northwestern Mutual Life Insurance Company

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Wisconsin

5. SOLE VOTING POWER

NUMBER OF

0

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

425,000

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH:

425,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

425,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions):

N/A

Edgar Filing: American Midstream Partners, LP - Form SC 13G/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

9.2%

12. TYPE OF REPORTING PERSON (See Instructions):

IC

- Item 1**
- (a) Name of Issuer:
American Midstream Partners, LP
 - (b) Address of Issuer's Principal Executive Offices:
1614 15th Street, Suite 300, Denver, CO 80202

- Item 2**
- (a) Name of Person Filing:
The Northwestern Mutual Life Insurance Company
 - (b) Address of Principal Business Office:
720 East Wisconsin Avenue, Milwaukee, Wisconsin 53202
 - (c) Citizenship or Place of Organization:
Wisconsin
 - (d) Title of Class of Securities:
Common Units
 - (e) CUSIP Number:
02752P 10 0

Item 3 If this statement is filed pursuant to Sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance company as defined in section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940
- (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with section 240.13d-1(b)(1)(ii)(K)

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4 Ownership

(a) Amount Beneficially Owned:

425,000 common units owned directly by The Northwestern Mutual Life Insurance Company (Northwestern Mutual).

Mason Street Advisors, LLC, a wholly owned company of Northwestern Mutual and a registered investment advisor, serves as an investment advisor to Northwestern Mutual, and it shares voting and investment power with respect to the aforementioned holdings. Mason Street Advisors, LLC 's principal place of business is 720 East Wisconsin Avenue, Milwaukee, Wisconsin, 53202. It is organized under Delaware law.

(b) Percent of Class:

9.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

425,000

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

425,000

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

N/A

Item 8 Identification and Classification of Members of the Group:

N/A

Item 9 Notice of Dissolution of Group:

N/A

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 240.14a-11.

SIGNATURE

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.

February 4, 2013

THE NORTHWESTERN MUTUAL LIFE
INSURANCE COMPANY

By: /s/ Raymond J. Manista
Raymond J. Manista
Senior Vice President, General Counsel and
Secretary

THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY

720 East Wisconsin Avenue

Milwaukee, WI 53202-4797

(414) 271-1444

February 4, 2013

VIA EDGAR

Securities and Exchange Commission

Judiciary Plaza

450 Fifth Street, N.W.

Washington, DC 20549

Re: Schedule 13G - Amendment No. 2
Ownership Interest of American Midstream Partners, LP

by The Northwestern Mutual Life Insurance Company
Ladies and Gentlemen:

Enclosed is an Amendment No. 2 to Schedule 13G which reflects The Northwestern Mutual Life Insurance Company's ownership of Common Units of American Midstream Partners, LP (the Company) as of December 31, 2012.

By cover of this letter, the Amendment is also being forwarded to the Company. If you have any questions in connection with this filing, please contact the undersigned.

Very truly yours,

/s/ Christopher J. Menting
Christopher J. Menting
Assistant General Counsel

Enclosure

cc: American Midstream Partners, LP (via certified mail)
Sean P. Twohig
Mike Zielinski
Janice J. Strauss