

American Midstream Partners, LP
Form SC 13D/A
May 18, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 15)*

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)

May 13, 2016

(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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

12,722,702 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

12,722,702 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

12,722,702 (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 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 41,650,674 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016 and (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016.

CUSIP NO. 02752P 100

SCHEDULE 13D

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

Magnolia Infrastructure 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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

21,294,131 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

21,294,131 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

21,294,131 (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

42.4 % (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 8,571,429 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,571,429 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, and 618,921 Common Units held by Magnolia, taking into account the distributions discussed in Item 3.

Note 2: Based on 50,222,103 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016, (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016 and (d) 8,571,429 Series C Units held by Magnolia Holdings, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

8,878,271 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

8,878,271 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

8,878,271 (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

23.1% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), and 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, taking into account the distributions discussed in Item 3.

Note 2: Based on 38,425,164 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016 and (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

1,349,609 (See Note 1)
9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

1,349,609 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,349,609 (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

4.4% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 Common Units held by American Midstream GP, LLC, the Issuer's general partner (the General Partner).

Note 2: Based on 30,896,502 common units of the Issuer (Common Units) outstanding as of May 6, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 9, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

22,923,581 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

22,923,581 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

22,923,581 (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

45.6% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 8,571,429 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,571,429 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, 618,921 Common Units held by Magnolia and 1,629,450 Common Units held by Busbar II, LLC (Busbar), taking into account the distributions discussed in Item 3.

Note 2: Based on 50,222,103 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016, (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016 and (d) 8,571,429 Series C Units held by Magnolia Holdings, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

31,495,010 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

31,495,010 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

31,495,010 (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

53.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 8,571,429 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,571,429 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, 618,921 Common Units held by Magnolia and 1,629,450 Common Units held by Busbar II, LLC (Busbar), taking into account the distributions discussed in Item 3.

Note 2: Based on 50,222,103 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016, (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016 and (d) 8,571,429 Series C Units held by Magnolia Holdings, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

31,495,010 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

31,495,010 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

31,495,010 (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

53.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 8,571,429 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,571,429 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, 618,921 Common Units held by Magnolia and 1,629,450 Common Units held by Busbar II, LLC (Busbar), taking into account the distributions discussed in Item 3.

Note 2: Based on 50,222,103 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016, (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016 and (d) 8,571,429 Series C Units held by Magnolia Holdings, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

31,495,010 (See Note 1)
9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

31,495,010 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

31,495,010 (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

53.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 8,571,429 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,571,429 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, 618,921 Common Units held by Magnolia and 1,629,450 Common Units held by Busbar II, LLC (Busbar), taking into account the distributions discussed in Item 3.

Note 2: Based on 50,222,103 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016, (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016 and (d) 8,571,429 Series C Units held by Magnolia Holdings, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016.

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

7. Sole voting power

Number of

Shares

0

Beneficially

8. Shared voting power

Owned by

Each

31,495,010 (See Note 1)

9. Sole dispositive power

Reporting

Person

0

With:

10. Shared dispositive power

31,495,010 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

31,495,010 (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

53.6% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 6,858,815 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,528,662 Common Units, which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 2,938,527 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,225,510 Common Units, 8,571,429 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,571,429 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point, 618,921 Common Units held by Magnolia and 1,629,450 Common Units held by Busbar II, LLC (Busbar), taking into account the distributions discussed in Item 3.

Note 2: Based on 50,222,103 common units of the Issuer (Common Units) outstanding, on an as-converted basis, which equals the sum of (a) 30,896,502 Common Units outstanding as of May 6, 2016, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016, (b) 7,528,662 Common Units issuable upon the conversion of Series A-1 Units outstanding as of May 13, 2016, (c) 3,225,510 Common Units issuable upon the conversion of Series A-2 Units outstanding as of May 13, 2016 and (d) 8,571,429 Series C Units held by Magnolia Holdings, as reported in the Issuer s Quarterly Report on Form 10-Q filed on May 9, 2016.

This Amendment No. 15 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, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015, Amendment No. 6 filed on August 19, 2015, Amendment No. 7 filed on September 17, 2015, Amendment No. 8 filed on November 18, 2015, Amendment No. 9 filed on December 22, 2015, Amendment No. 10 filed on January 6, 2016, Amendment No. 11 filed on January 11, 2016, Amendment No. 12 filed on February 1, 2016, Amendment No. 13 filed on February 24, 2016, Amendment No. 14 filed on April 27, 2016 (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 Considerations.

Item 3 is hereby supplemented as follows:

On May 13, 2016, the Issuer paid quarterly in-kind distributions on the Series A-1 Convertible Preferred Units held by High Point Infrastructure Partners, LLC (HPIP) in the amount of 208,601 Series A-1 Convertible Preferred Units and the Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC (Magnolia) in the amount of 89,371 Series A-2 Convertible Preferred Units, in accordance with the terms and conditions of the Fifth Amended and Restated Agreement of Limited Partnership of the Issuer dated April 25, 2016.

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: May 17, 2016

AMERICAN MIDSTREAM GP, LLC

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

General Counsel and Secretary

HIGH POINT INFRASTRUCTURE
PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE
PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE
HOLDINGS, LLC

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

ARCLIGHT PEF GP V, LLC

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By: ArcLight Capital Holdings, LLC
its Manager

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

ARCLIGHT CAPITAL HOLDINGS, LLC

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

ARCLIGHT CAPITAL PARTNERS, LLC

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

/s/ Daniel R. Revers
Daniel R. Revers

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|--|
| 1. | Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 14 to Schedule 13D filed by the reporting persons on April 27, 2016) |