

Revers Daniel R  
Form 4  
April 01, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Magnolia Infrastructure Partners, LLC

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
American Midstream Partners, LP [AMID]

3. Date of Earliest Transaction (Month/Day/Year)  
03/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Series A-2 Convertible Preferred Units     | (1)  | 03/30/2015                           |  | P(1)                           | 1,142,858   | (1) (1)  | Common Units 1,142,858  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Magnolia Infrastructure Partners, LLC<br>C/O ARCLIGHT CAPITAL PARTNERS, LLC<br>200 CLARENDON STREET, 55TH FLOOR<br>BOSTON, MA 02117   | X             | X         |         |       |
| American Midstream GP, LLC<br>ATTENTION: WILLIAM B. MATHEWS<br>1400 16TH STREET, SUITE 310<br>DENVER, CO 80202                        | X             | X         |         |       |
| High Point Infrastructure Partners, LLC<br>C/O ARCLIGHT CAPITAL PARTNERS, LLC<br>200 CLARENDON STREET, 55TH FLOOR<br>BOSTON, MA 02117 | X             | X         |         |       |
| ArcLight Capital Holdings, LLC<br>C/O ARCLIGHT CAPITAL PARTNERS, LLC<br>200 CLARENDON STREET, 55TH FLOOR<br>BOSTON, MA 02117          | X             | X         |         |       |
| ArcLight Capital Partners, LLC<br>200 CLARENDON STREET, 55TH FLOOR<br>BOSTON, MA 02117  | X             | X         |         |       |
| ARCLIGHT ENERGY PARTNERS FUND V, L.P.<br>C/O ARCLIGHT CAPITAL PARTNERS, LLC<br>200 CLARENDON STREET, 55TH FLOOR<br>BOSTON, MA 02117   | X             | X         |         |       |
| Revers Daniel R<br>C/O ARCLIGHT CAPITAL PARTNERS, LLC<br>200 CLARENDON STREET, 55TH FLOOR<br>BOSTON, MA 02117                         | X             | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Daniel R. Revers, MAGNOLIA INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President  | 04/01/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President  | 04/01/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ William Mathews, AMERICAN MIDSTREAM GP, LLC, By: William Mathews, Senior Vice President, General Counsel and Secretary  | 04/01/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner  | 04/01/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner  | 04/01/2015 |
| __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 | 04/01/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Daniel R. Revers, Daniel R. Revers  | 04/01/2015 |
| __Signature of Reporting Person   | Date       |

## 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-2 Convertible Preferred Units (the "Series A-2 Units") purchased by Magnolia Infrastructure Partners, LLC ("Magnolia"). The Series A-2 Units have no expiration date and are convertible into common units of the Issuer at anytime at the holder's election, initially on a one-for-one basis, subject to anti-dilution and certain other adjustments.

### 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.