

PennTex Midstream Partners, LP
 Form 3
 November 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Energy Transfer Partners, L.P. | | | (Month/Day/Year) | PennTex Midstream Partners, LP [PTXP] | |
| (Last) | (First) | (Middle) | 11/01/2016 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 8111 WESTCHESTER DRIVE, SUITE 600 | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| DALLAS, Â TX Â 75225 | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Units representing limited partner interests | 3,039,577 | D | Â |
| Common Units representing limited partner interests | 3,262,019 | I | By: PennTex Midstream Partners, LLC (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Subordinated Units representing limited partner interests | Â (2) | Â (2) | Common Units representing limited partner interests | 7,500,000 \$ (2) | D Â |
| Subordinated Units representing limited partner interests | Â (2) | Â (2) | Common Units representing limited partner interests | 12,500,000 \$ (2) | I By: PennTex Midstream Partners, LLC (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Energy Transfer Partners, L.P. 8111 WESTCHESTER DRIVE, SUITE 600 DALLAS, TX 75225 | Â X | Â X | Â | Â |

Signatures

Energy Transfer Partners, L.P., by its general partner Energy Transfer Partners GP, L.P., by its general partner Energy Transfer Partners, L.L.C., by William J. Healy, Associate General Counsel and Secretary

11/03/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 November 1, 2016, Energy Transfer Partners, L.P. ("ETP") completed the acquisition of certain interests in PennTex Midstream Partners, LLC ("PennTex") and PennTex Midstream Partners, LP ("PTXP"), pursuant to the terms of the Contribution Agreement, dated October 24, 2016. Pursuant to the Contribution Agreement, ETP acquired all of the general partner interests in PTXP, together with all of its incentive distribution rights, as well as 3,039,577 PTXP common units and 7,500,000 PTXP subordinated units that ETP holds directly. In addition, as a result of the acquisition, PennTex is now a wholly owned subsidiary of ETP. PennTex owns 3,262,019 PTXP common units and 12,500,000 PTXP subordinated units. ETP is an indirect beneficial owner of these reported securities.

(2) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement on Form S-1 (Registration No. 333-199020).

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.