Enable Midstream Partners, LP Form 4 July 25, 2016

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

 $I^{(1)(2)}$ 

See

(1) (2)

Footnotes

46,048,791

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

Common

representing limited partners

Units

07/22/2016

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ArcLight Capital Partners, LLC			C Symbol	Midstream Partners, LP	Issuer (Check all applicable)				
(Last) (First) (Middle)  200 CLARENDON STREET, 55TH FLOOR			(Month/Da	•	Director 10% Owner Officer (give title below) Other (specify below)				
(Street)				ndment, Date Original th/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person X Form filed by More than One Reporting				
	BOSTON, MA	A 02117			Person				
	(City)	(State) (Z	Table Table	e I - Non-Derivative Securities Ac	uired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)	O) Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)				
	Common Units representing limited partners interests	07/21/2016		S 21,139 D \$1	4.3 46,052,264 I (1) (2) See Footnotes (1) (2)				

S

3,473

D

\$

(4)

14.04

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#### interests

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.

(9-02)

SEC 1474

of

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable Date	Title Number			
									of	
				Code V	(A) (D)				Shares	

### **Reporting Owners**

Reporting Owner Name / Address

Relationships

10% Owner Officer Other Director

ArcLight Capital Partners, LLC 200 CLARENDON STREET 55TH FLOOR BOSTON, MA 02117

ArcLight Capital Holdings, LLC 200 CLARENDON STREET 55TH FLOOR **BOSTON, MA 02117** 

Bronco Midstream Infrastructure, LLC 200 CLARENDON STREET 55TH FLOOR BOSTON, MA 02117

**Enogex Holdings LLC** 200 CLARENDON STREET 55TH FLOOR BOSTON, MA 02117

Reporting Owners 2

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ArcLight Energy Partners Fund IV LP 200 CLARENDON STREET 55TH FLOOR BOSTON, MA 02117

ARCLIGHT ENERGY PARTNERS FUND V, L.P. 200 CLARENDON STREET

55TH FLOOR

BOSTON, MA 02117

Bronco Midstream Partners, L.P. 200 CLARENDON STREET 55TH FLOOOR BOSTON, MA 02117

Revers Daniel R 200 CLARENDON STREET 55TH FLOOR BOSTON, MA 02117

### **Signatures**

Signatures				
ARCLIGHT CAPITAL PARTNERS, LLC By: /s/ Daniel R. Revers Daniel R. Revers,				
Managing Partner	07/25/2016			
**Signature of Reporting Person	Date			
ARCLIGHT CAPITAL HOLDINGS, LLC By: /s/ Daniel R. Revers Daniel R. Revers, Manager				
**Signature of Reporting Person	Date			
BRONCO MIDSTREAM INFRASTRUCTURE, LLC By: /s/ Daniel R. Revers Daniel R. Revers, President	07/25/2016			
**Signature of Reporting Person	Date			
ENOGEX HOLDINGS LLC By: /s/ Daniel R. Revers Daniel R. Revers, President	07/25/2016			
**Signature of Reporting Person	Date			
ARCLIGHT ENERGY FUND IV, L.P. By: ArcLight PEF GP IV, LLC, its general partner By: ArcLight Capital Holdings, LLC, its manager By: /s/ Daniel R. Revers Daniel R. Revers, Managing Partner	07/25/2016			
**Signature of Reporting Person	Date			
ARCLIGHT ENERGY FUND V, L.P. By: ArcLight PEF GP V, LLC, its general partner By: ArcLight Capital Holdings, LLC, its manager By: /s/ Daniel R. Revers Daniel R. Revers, Managing Partner	07/25/2016			
**Signature of Reporting Person	Date			
BRONCO MIDSTREAM PARTNERS, L.P. By: ArcLight Bronco Partners GP, LLC, its general partner By: /s/ Daniel R. Revers Daniel R. Revers, President	07/25/2016			
**Signature of Reporting Person	Date			
/s/ Daniel R. Revers Daniel R. Revers	07/25/2016			

Signatures 3

Date

\*\*Signature of 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).
  - This Form 4 is filed jointly by ArcLight Capital Partners, LLC ("ArcLight Capital Partners"), ArcLight Capital Holdings, LLC, ArcLight Energy Partners Fund V, L.P. ("Fund V"), ArcLight Energy Partners Fund IV, L.P. ("Fund IV"), Bronco Midstream Partners, L.P. ("Bronco Midstream"), Bronco Midstream Infrastructure, LLC ("Bronco Infrastructure") and Enogex Holdings LLC ("Enogex Holdings")
- (1) and collectively with the foregoing and their respective general partners and subsidiaries "ArcLight"). ArcLight Capital Partners has ultimate voting and investment control over the securities reported herein. Due to certain voting rights granted to Mr. Revers as a member of ArcLight Capital Partners' investment committee, Mr. Revers may be deemed to indirectly beneficially own the units attributable to ArcLight Capital Partners, LLC, but disclaims any such ownership except to the extent of his pecuniary interest therein.
- The Common Units are held directly by Bronco Infrastructure and Enogex. ArcLight Capital Partners is the investment advisor for, and (2) ArcLight Capital Holdings, LLC is the managing member of the general partner of each of Fund IV, Fund V and Bronco Midstream. Bronco Infrastructure is an indirect wholly-owned subsidiary of Enogex.
- The price reported in Column 4 is a weighted average price. These Common Units were sold in multiple transactions at prices ranging from \$14.12 to \$14.41, inclusive. The reporting person undertakes to provide to Enable Midstream Partners, LP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These Common Units were sold in multiple transactions at prices ranging from \$14.00 to \$14.18, inclusive.

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.