

Noble Midstream Partners LP
Form 3
September 14, 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 *

^ NOBLE ENERGY INC

(Last) (First) (Middle)

1001 NOBLE ENERGY WAY

(Street)

HOUSTON, ^ TX ^ 77070

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/14/2016

3. Issuer Name **and** Ticker or Trading Symbol
Noble Midstream Partners LP [NBLX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original
Filed(Month/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 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

0 (1) (2) (3)

D (1) ^

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

SEC 1473 (7-02)

**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.**

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

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Subordinated Units representing limited partner interests	Â (4)	Â (4)	Common Units (2) (3) (4)	\$ 0 (4) D (1) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	Â	Â X	Â	Â
NBL Midstream, LLC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	Â	Â X	Â	Â

Signatures

/s/ Charles J. Rimer, President of NBL Midstream, LLC 09/14/2016
 **Signature of Reporting Person Date

/s/ Gary W. Willingham, Executive Vice President of Noble Energy, Inc. 09/14/2016
 **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) This Form 3 is filed jointly by (1) Noble Energy, Inc. ("Noble"), a Delaware corporation and 100% owner of NBL Midstream, LLC ("NBL Midstream") and (2) NBL Midstream, a wholly-owned subsidiary of Noble and owner of all the membership interests of Noble Midstream Partners GP LLC (the "General Partner") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-207560) (the "Registration Statement"). Noble, as the 100% owner of NBL Midstream is deemed to indirectly beneficially own the securities held by NBL Midstream.
- (2) As of the effectiveness of the Registration Statement, NBL Midstream owns all of the limited partner interests in the Issuer and the General Partner owns all of the general partner interests in the Issuer.
- (3) As described in the Registration Statement, as of the closing of the Issuer's initial public offering (the "IPO"), NBL Midstream will hold 3,402,584 common units representing 21.4% of the outstanding common units of the Issuer, and 15,902,584 subordinated units representing 100% of the outstanding subordinated units of the Issuer, for an approximate combined percentage of 60.7% of the aggregate outstanding common units and subordinated units of the Issuer (assuming the underwriters do not exercise their option to purchase additional common units). Noble accordingly will be deemed to indirectly beneficially own the same. If the underwriters exercise in full their option, NBL Midstream will hold 1,527,584 common units and 15,902,584 subordinated units and thus Noble accordingly will be deemed to indirectly beneficially own the same in this event.
- (4) Each subordinated unit will convert into one common unit at the end of the subordination period, as described in the Registration Statement.

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.