

EnLink Midstream, LLC
Form 8-A12B
March 06, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

ENLINK MIDSTREAM, LLC

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State of Incorporation or organization)

46-4108528

(I.R.S. Employer Identification no.)

2501 CEDAR SPRINGS

DALLAS, TEXAS

(Address of Principal Executive Offices)

75201

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

**Common Units Representing Limited Liability Company
Interests**

The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

Edgar Filing: EnLink Midstream, LLC - Form 8-A12B

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable).

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

A description of the common units representing limited liability company interests in EnLink Midstream, LLC (the Registrant) is set forth under the captions Description of EnLink Midstream Common Units, The EnLink Midstream Operating Agreement and Material U.S. Federal Income Tax Consequences of the Mergers Ownership of EnLink Midstream Common Units in the Prospectus dated February 5, 2014, filed with the Securities and Exchange Commission (the SEC) on February 5, 2014 under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Registrant's Registration Statement on Form S-4 (Registration No. 333-192419) previously filed with the SEC under the Securities Act, which description is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as part of this Registration Statement on Form 8-A.

| Exhibit No. | Description |
|--------------------|--|
| 1 | Registrant's Registration Statement on Form S-4 (Registration No. 333-192419), initially filed with the SEC on November 20, 2013, as amended (the Form S-4 Registration Statement) (incorporated herein by reference). |
| 2 | Certificate of Formation of New Public Rangers, L.L.C. (incorporated herein by reference to Exhibit 3.1 to the Form S-4 Registration Statement). |
| 3 | Certificate of Amendment to the Certificate of Formation of EnLink Midstream, LLC (incorporated herein by reference to Exhibit 3.2 to the Form S-4 Registration Statement). |
| 4 | Form of First Amended and Restated Operating Agreement of EnLink Midstream, LLC (incorporated herein by reference to Exhibit 3.3 to the Form S-4 Registration Statement). |
| 5* | Form of Specimen Unit Certificate representing common units. |

* Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ENLINK MIDSTREAM, LLC

BY: ENLINK MIDSTREAM MANAGER, LLC,
its Sole Member

BY: DEVON GAS SERVICES, L.P.,
its Sole Member

BY: DEVON GAS OPERATING, INC.,
its General Partner

Date: March 6, 2014

By: /s/ Darryl G. Smette
Name: Darryl G. Smette
Title: Executive Vice President

EXHIBIT INDEX

The following exhibits are filed as part of this Registration Statement on Form 8-A.

| Exhibit No. | Description |
|--------------------|---|
| 1 | Registrant's Registration Statement on Form S-4 (Registration No. 333-192419), initially filed with the SEC on November 20, 2013, as amended (the Form S-4 Registration Statement) (incorporated herein by reference). |
| 2 | Certificate of Formation of New Public Rangers, L.L.C. (incorporated herein by reference to Exhibit 3.1 to the Form S-4 Registration Statement). |
| 3 | Certificate of Amendment to the Certificate of Formation of EnLink Midstream, LLC (incorporated herein by reference to Exhibit 3.2 to the Form S-4 Registration Statement). |
| 4 | Form of First Amended and Restated Operating Agreement of EnLink Midstream, LLC (incorporated herein by reference to Exhibit 3.3 to the Form S-4 Registration Statement). |
| 5* | Form of Specimen Unit Certificate representing common units. |

* Filed herewith.