

EnLink Midstream Partners, LP
 Form 4
 May 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 EnLink Midstream, LLC

2. Issuer Name and Ticker or Trading Symbol
 EnLink Midstream Partners, LP
 [ENLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2501 CEDAR SPRINGS ROAD, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2015

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

DALLAS, TX 75201

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

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

(City) (State) (Zip)

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 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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
------------------------	---------------	--------------------------------------	-------------------------------	----------------	-------------------------	---	--

Edgar Filing: EnLink Midstream Partners, LP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class E Common Units	<u>(1)</u>	05/27/2015	<u>J</u>		36,629,888		<u>(1)</u>	<u>(1)</u>	Common Units	36,629,888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EnLink Midstream, LLC 2501 CEDAR SPRINGS ROAD SUITE 100 DALLAS, TX 75201	X	X		

Signatures

Barry E. Davis 05/28/2015

**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).
- On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia Natural Gas Corp I, Inc. ("Acacia"), a wholly-owned subsidiary of EnLink Midstream, LLC ("EnLink Midstream"), pursuant to which Acacia sold a 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 36,629,888 Class E Common Units of the Issuer (the "Class E Common Units"). The Class E Common Units (i) are substantially similar in all respects to the Issuer's Common Units, except that they will only be entitled to a pro rata distribution for the fiscal quarter ended June 30, 2015 ("Q2 2015") and (ii) will automatically convert into Common Units on a one-for-one basis on the first business day following the record date for distribution payments with respect to Q2 2015.
- (1) The Class E Common Units are held of record by Acacia.
 - (2) The Class E Common Units are held of record by Acacia.

Remarks:

Because EnLink Midstream, Inc. ("EMI"), a wholly-owned subsidiary of EnLink Midstream, has the right to appoint all of the

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.