Marlin Midstream Partners, LP Form 4

August 25, 2014

FORM 4

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

OMB 3235-0287 Number: January 31,

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

OMB APPROVAL

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

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

2005 Estimated average burden hours per response... 0.5

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Marlin Midstream Partners, LP

Symbol

[FISH]

1(b).

(Print or Type Responses)

Maxwell W Keith III

1. Name and Address of Reporting Person *

| (Last) (First) (Middle) C/O MARLIN MIDSTREAM | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/29/2013 | | | | _ | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) SEE FOOTNOTES 2 &3 | | |
|--|-------------------------------|-------------|---|-----------------|--------------------------------|---|-------------|--|--|---|
| PARTNERS, LP, 2105 CITY WEST BOULEVARD, SUITE 100 | | | | | | | | | | |
| (Street) | | | | | | | A _ | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person | | |
| HOUSTON, | | | | | | _X_ Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table I | - Non-De | erivative S | ecuriti | ies Acqui | red, Disposed of, | or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/ | Year) Execu | Deemed ation Date, if th/Day/Year) | Code (Instr. 8) | 4. Securion(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Units representing limited partner interests | 07/29/2013 | | | Р | 1 | A | \$ 19.62 | 1,939,266 <u>(1)</u> | I | See footnotes (1) (2) |
| Common Units representing limited | 08/27/2013 | | | P | 175 | A | \$ 19.28 | 1,939,441 (3) | I | See footnotes (2) (3) |

partner interests

Common

Units

representing limited 33,200 D

partner 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.

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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Title and A | |
|--------------|-------------|---------------------|--------------------|------------|----------------------|---------------|------------|-----------------|-----------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | | Expiration D | | Underlying S | |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | (Instr. 3 and 4 | 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | | | | |
| | Derivative | | | | Securities | | | | |
| | Security | | | | Acquired | | | | |
| | | | | | (A) or | | | | |
| | | | | | Disposed | | | | |
| | | | | | of (D) (Instr. 3, | | | | |
| | | | | | 4, and 5) | | | | |
| | | | | | +, and 3) | | | | |
| | | | | | | Date | Expiration | | Amount or |
| | | | | | | Exercisable | Date | Title | Number of |
| | | | | Code V | (A) (D) | | | | Shares |
| Subordinated | | | | | | | | | |
| Units | | | | | | | | | |
| | (4) | | | | | (4) | (4) | Common | 0 704 545 |
| (Limited | <u>(4)</u> | | | | | (1) | (1) | Units | 8,724,545 |
| Partner | | | | | | | | | |

Reporting Owners

Interests)

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|--------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Maxwell W Keith III C/O MARLIN MIDSTREAM PARTNERS, LP 2105 CITY WEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X | X | SEE FOOTNOTES 2 &3 | | | |
| NuDevco Midstream Development, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | | X | | | | |

Reporting Owners 2

| NuDevco Partners, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |
|---|---|
| NuDevco Partners Holdings, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |
| Marlin Midstream GP, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |
| Marlin IDR Holdings, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |

Signatures

| /s/ Terry D. Jones, Attorney-in-fact for W. Keith Maxwell III | | | | |
|---|------------|--|--|--|
| **Signature of Reporting Person | Date | | | |
| /s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Midstream Development, LLC | 08/25/2014 | | | |
| **Signature of Reporting Person | Date | | | |
| /s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Partners, LLC | 08/25/2014 | | | |
| **Signature of Reporting Person | Date | | | |
| /s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Partners Holdings, LLC | 08/25/2014 | | | |
| **Signature of Reporting Person | Date | | | |
| /s/ Terry D. Jones, Executive Vice President and General Counsel Marlin Midstream GP, LLC | 08/25/2014 | | | |
| **Signature of Reporting Person | Date | | | |
| /s/ Terry D. Jones, Executive Vice President and General Counsel Marlin IDR Holdings, LLC | 08/25/2014 | | | |
| **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).
- member of W. Keith Maxwell III. Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR Holdings are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.

Of the 1,939,266 units reported, 1,939,265 units are owned directly by NuDevco and 1 unit is owned directly by an immediate family

This Form 4 is filed jointly by W. Keith Maxwell III, NuDevco Partners, LLC ("NuDevco Partners"), NuDevco Partners Holdings, LLC ("NuDevco Holdings"), NuDevco Midstream Development, LLC ("NuDevco"), Marlin Midstream GP, LLC (the "General Partner") and Marlin IDR Holdings, LLC ("Marlin IDR Holdings") in connection with the open market purchase of common units representing limited partner interests in the issuer by an immediate family member of W. Keith Maxwell III.

Signatures 3

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- Of the 1,939,441 units reported, 1,939,265 units are owned directly by NuDevco and 176 units are owned directly by immediate family members of W. Keith Maxwell III. Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and
- (3) Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR Holdings are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.
- (4) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-189645).
 - Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR Holdings are direct and indirect wholly owned
- (5) subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.

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.