

Stonepeak Commonwealth Holdings LLC

Form 3

October 12, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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burden hours per
response... 0.5**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 *Stonepeak Commonwealth
Holdings LLC

(Last) (First) (Middle)

717 FIFTH AVENUE, 25TH
FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/02/2018

3. Issuer Name and Ticker or Trading Symbol

Dominion Energy Midstream Partners, LP [DM]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 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
☒ 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)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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)
Series A Convertible Preferred Units	Â (1)	Â (1)	Common Units	16,417,018 (1)	\$ (1)	D (2) (3) (4) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stonepeak Commonwealth Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak Commonwealth Upper Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak Infrastructure Fund II (AIV) LP 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak Associates II LLC 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak GP Holdings II LP 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak GP Investors II LLC 717 FIFTH AVENUE 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Stonepeak GP Investors Manager LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Vichie Trent D 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â
Dorrell Michael B. 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â

Signatures

/s/ Trent D.
Vichie

10/12/2018

Date

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__Signature of
Reporting Person

/s/ Michael B.
Dorrell

10/12/2018

__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) The Series A Convertible Preferred Units representing partner interests in the Issuer (the "Preferred Units") are convertible into Common Units representing limited partner interests in the Issuer, on a one-to-one basis (subject to customary anti-dilution adjustments) (i) at the holder's election, following the second anniversary of the December 1, 2016 issue date (the "Issue Date"), and (ii) by the Issuer, following the third anniversary of the Issue Date, subject to certain conditions.

(2) These Preferred Units are owned directly by Stonepeak Commonwealth Holdings LLC, and indirectly by Stonepeak Commonwealth Upper Holdings LLC, Stonepeak Infrastructure Fund II (AIV) LP, Stonepeak Associates II LLC, Stonepeak GP Holdings II LP, Stonepeak GP Investors II LLC, Stonepeak GP Investors Manager LLC, Michael Dorrell and Trent Vichie.

(3) Stonepeak Commonwealth Upper Holdings LLC is the managing member of Stonepeak Commonwealth Holdings LLC. Stonepeak Infrastructure Fund II (AIV) LP is the managing member of Stonepeak Commonwealth Upper Holdings LLC. Stonepeak Associates II LLC is the general partner of Stonepeak Infrastructure Fund II (AIV) LP. Stonepeak GP Holdings II LP is the sole member of Stonepeak Associates II LLC. Stonepeak GP Investors II LLC is the general partner of Stonepeak GP Holdings II LP. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors II LLC. Each of Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.

(4) Each Reporting Person disclaims beneficial ownership of the Preferred Units except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Preferred Units for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Â

Remarks:

ExhibitÂ 99.1:Â AdditionalÂ Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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