

American Midstream Partners, LP  
Form SC 13D/A  
September 28, 2018

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 22)\***

**American Midstream Partners, LP**  
**(Name of Issuer)**  
**Common Units Representing Limited Partner Interests**

**(Title of Class of Securities)**

**02752P 100**

**(CUSIP Number)**

**Christine Miller**

**Magnolia Infrastructure Partners, LLC**

**c/o ArcLight Capital Partners**

**200 Clarendon Street, 55th Floor**

**Boston, MA 02117**

**(617) 531-6338**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**September 27, 2018**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box:

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

American Midstream GP, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 1,349,609 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

1,349,609 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,349,609 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

2.5% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 common units of the Issuer (Common Units) held by American Midstream GP, LLC, the Issuer's general partner.

Note 2: Based on 52,981,070 Common Units outstanding as of August 6, 2018.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

AMID GP Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 1,349,609 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

1,349,609 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,349,609 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

2.5% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 common units of the Issuer (Common Units) held by American Midstream GP, LLC, which is approximately 23% owned by AMID GP Holdings, LLC.

Note 2: Based on 52,981,070 Common Units outstanding as of August 6, 2018.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

High Point Infrastructure Partners, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 10,276,518 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

10,276,518 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,276,518 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

16.6% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 8,926,909 common units of the Issuer ( Common Units ) and 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point.

Note 2: Based on 61,907,979 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018 and (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding.



CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

Magnolia Infrastructure Partners, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 14,719,998 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

14,719,998 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

14,719,998 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

22.3% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 8,926,909 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,824,559 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 65,732,538 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding and (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

Magnolia Infrastructure Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 34,215,962 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

34,215,962 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

34,215,962 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

45.3% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 8,926,909 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units ( Series C Units ) held by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia.

Note 2: Based on 75,475,077 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 9,742,539 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight Energy Partners Fund V, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 37,069,444 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

37,069,444 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

37,069,444 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

PN

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,926,909 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 75,475,077 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 9,742,539 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight PEF GP V, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 37,069,444 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

37,069,444 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

37,069,444 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,926,909 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 75,475,077 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 9,742,539 Common Units issuable upon the conversion of Series C Units outstanding.



CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight Capital Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 37,069,444 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

37,069,444 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

37,069,444 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,926,909 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 75,475,077 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 9,742,539 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight Capital Partners, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 37,069,444 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

37,069,444 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

37,069,444 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,926,909 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 75,475,077 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 9,742,539 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

Daniel R. Revers

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

9. 37,069,444 (See Note 1)  
Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

37,069,444 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

37,069,444 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

49.1% (See Note 2)

14. Type of Reporting Person

IN

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,926,909 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,824,559 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,742,539 Common Units, 9,753,425 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 75,475,077 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 52,981,070 Common Units outstanding as of August 6, 2018, (b) 8,926,909 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,824,559 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 9,742,539 Common Units issuable upon the conversion of Series C Units outstanding.

This Amendment No. 22 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015, Amendment No. 3 filed on April 3, 2015, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015, Amendment No. 6 filed on August 19, 2015, Amendment No. 7 filed on September 17, 2015, Amendment No. 8 filed on November 18, 2015, Amendment No. 9 filed on December 22, 2015, Amendment No. 10 filed on January 6, 2016, Amendment No. 11 filed on January 11, 2016, Amendment No. 12 filed on February 1, 2016, Amendment No. 13 filed on February 24, 2016, Amendment No. 14 filed on April 27, 2016, Amendment No. 15 filed on May 18, 2016, Amendment No. 16 filed on November 3, 2016, Amendment No. 17 filed on December 6, 2016, Amendment No. 18 filed on March 8, 2017, Amendment No. 19 filed on August 18, 2017, Amendment No. 20 filed on October 12, 2017 and Amendment No. 21 filed on August 20, 2018 (as amended, this Schedule 13D ), filed with respect to the common units representing limited partner interests ( Common Units ) of American Midstream Partners, LP (the Issuer ).

#### **ITEM 4. Purpose of Transaction.**

The fourth paragraph of Item 4 is hereby amended and restated in its entirety as follows:

Consistent with its investment purpose, each Reporting Person may, either directly or through one or more affiliates, from time to time or at any time and subject to price, market and general economic and fiscal conditions and other factors, acquire or seek to acquire additional Units in the open market, in privately negotiated transactions or otherwise, or dispose of or seek to dispose of all or a portion of Units now owned or hereafter acquired. In addition, any Reporting Person may, either directly or through one or more affiliates, from time to time or at any time and subject to price, market and general economic and fiscal conditions and other factors, consolidate or seek to consolidate assets held by such Reporting Person and its affiliates, including acquiring assets owned by, or selling assets to, the Issuer, or make changes or seek to make changes to the capital structure of the Issuer. Each Reporting Person reserves the right to change its intention with respect to any or all of the matters required to be disclosed in this Item 4.

Furthermore, Item 4 is hereby amended and supplemented by adding the following immediately after the last paragraph:

On September 27, 2018, Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ) delivered a non-binding offer (the Offer Letter ) to the board of directors of American Midstream GP, LLC (the Issuer Board ) to acquire all of the issued and outstanding publicly held Common Units of the Issuer that are not directly owned by Magnolia Holdings or any of its affiliates in exchange for \$6.10 in cash for each such Common Unit. The foregoing description of the Offer Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Offer Letter, which is filed as Exhibit 2 hereto and is incorporated by reference in its entirety into this Item 4.

There can be no assurance that any discussions that may occur between Magnolia Holdings and the Issuer with respect to the offer contained in the Offer Letter will result in the entry into a definitive agreement concerning a transaction or, if such a definitive agreement is reached, will result in the consummation of a transaction provided for in such definitive agreement. Discussions concerning a transaction may be terminated at any time and without prior notice. Entry into a definitive agreement concerning a transaction and the consummation of any such transaction is subject to a number of contingencies that are beyond the control of Magnolia Holdings, including the satisfactory completion of due diligence, the approval of the Issuer Board, the approval of a conflicts committee to be established by the Issuer Board, the approval by holders of a majority of the outstanding Common Units of the Issuer, and the satisfaction of any conditions to the consummation of a transaction set forth in any such definitive agreement.

Except as may be required by law, Magnolia Holdings does not intend to disclose developments with respect to the offer contained in the Offer Letter unless and until the Issuer Board and Magnolia Holdings have approved a specific transaction, if any, and Magnolia Holdings and the Issuer have then entered into a definitive agreement to effect such transaction.

**ITEM 7. Material to be Filed as Exhibits.**

See the Exhibit Index following the signature pages hereto.



**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: September 28, 2018

AMERICAN MIDSTREAM GP, LLC

By its Class A Members:

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

and

HIGH POINT INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

HIGH POINT INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE  
PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE  
HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V,  
L.P.

By: ArcLight PEF GP V, LLC, its General  
Partner

By: ArcLight Capital Holdings, LLC, its  
Manager

By: ACHP II, L.P., its Managing Member

By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers

Daniel R. Revers, Manager

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC, its  
Manager

By: ACHP II, L.P., its Managing Member

By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers

Daniel R. Revers, Manager

ARCLIGHT CAPITAL HOLDINGS, LLC

By: ACHP II, L.P., its Managing Member

By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers

Daniel R. Revers, Manager

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers

Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers

Daniel R. Revers

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

1. Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 19 to Schedule 13D filed by the Reporting Persons on August 18, 2017).
2. Offer Letter, dated September 27, 2018.