

CONE Midstream Partners LP
 Form 4
 November 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
 NBL Midstream, LLC

2. Issuer Name and Ticker or Trading Symbol
 CONE Midstream Partners LP
 [CNNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1001 NOBLE ENERGY WAY

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

(Street)

HOUSTON, TX 77070

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common units representing limited partner interests | 11/16/2016 | | A | | 2,591,577 | A | <u>(1)</u> <u>(2)</u> |
| | | | | | 7,110,638 | I | <u>(3)</u> |

See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NBL Midstream, LLC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070 | X | X | | |
| NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070 | X | X | | |

Signatures

/s/ Kirk A. Moore, Secretary of NBL Midstream, LLC 11/18/2016
 **Signature of Reporting Person Date

/s/ Kirk A. Moore, Assistant Secretary of Noble Energy, Inc. 11/18/2016
 **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 November 16, 2016, pursuant to that certain Contribution Agreement by and among CONE Gathering LLC ("CONE Gathering"), CONE Midstream GP LLC (the "General Partner"), CONE Midstream Partners LP (the "Issuer"), CONE Midstream Operating Company LLC and the other parties named therein, CONE Gathering contributed to the Issuer a 25% limited partner interest in CONE Midstream

(1) DevCo I LP in exchange for consideration comprised of \$140 million in cash, the issuance to CONE Gathering of 5,183,154 common units representing limited partner interests in the Issuer and the issuance to the General Partner of an additional general partner interest in the Issuer in an amount necessary for the General Partner to maintain its two percent general partner interest in the Issuer (the "Acquisition").

(Continued from Footnote 1) Immediately thereafter, CONE Gathering distributed to NBL Midstream, LLC ("NBL Midstream"), as its

(2) 50% member, 2,591,577 common units representing limited partner interests in the Issuer and \$70 million in cash. As a result of the distribution, CONE Gathering no longer has a pecuniary interest in these units.

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This Form 4 is being filed jointly by NBL Midstream and Noble Energy, Inc. ("Noble") in connection with the Acquisition. NBL

- (3) Midstream is a wholly owned subsidiary of Noble. Accordingly, Noble may be deemed to indirectly beneficially own securities of the Issuer owned directly by NBL Midstream.

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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