SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							. ,			any Act of 19							
		Reporting Person [*] dings, LP							Trading Symbo artners, L]		ionship of Repor all applicable) Director	rting Pe	erson(s) X		
(Last) (First) (Middle) 200 WEST STREET				3. Date of Earliest Transaction (Month/Day/Year) 11/13/2017							- Director X 10% Owner Officer (give title Other (specify below) below)						
				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indivi	 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person 					
(Street) NEW YORK NY 10282																	
(City)	(;	State)	(Zip)														
			Table I - No									-					
1. Title of Security (Instr. 3) 2. Tran Date (Month					/ear) Exe	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Ow Following Repo	ned or	Form: D		7. Nature of Indirect Beneficial Ownership	
								c	ode V	Amount	(A) or (D)	Price	Price Transaction(s) (Instr. 3 and 4)				(Instr. 4)
									d, Dispose tions, con				d				
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)	Transaction De Code (Instr. Se 8) Ac or of		Derivativ Securitie Acquired or Dispo	rivative Expirat curities (Month quired (A) Disposed (D) (Instr.			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Form Direct or Inc	ership 1:		e of Indirect I Ownership
				Code	v	(A)	(D)	Date Exercisab	Expiration le Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Series B Cumulative Convertible Preferred Units	(3)	11/13/2017		J ⁽³⁾		410,681		(3)	(3)	Common Units	410,681	(3)	57,056,281		I	See footnotes ⁽	1)(2)(3)(4)(5)(6)(1
		Reporting Person [*] dings, LP															
(Last) 200 WES	T STREET	(First)	(Middle)														
(Street) NEW YO	PRK	NY	10282														
(City)		(State)	(Zip)														
		Reporting Person*	<u>LP</u>														
		(First)	(Middle)			_											
(Last) 200 WES	T STREET		, , , , , , , , , , , , , , , , , , ,														
			10282			_											

1. Name and Address of Reporting Person [*] BROAD STREET INFRASTRUCTURE IIII, L.L.C. (Last) (First)	ADVISORS
<u>III, L.L.C.</u>	ADVISORS
(Last) (Eirst) (Midd	
(Last) (First) (Midd	
	le)
200 WEST STREET	
(Street)	
NEW YORK NY 1028	2
(City) (State) (Zip)	
1. Name and Address of Reporting Person [*]	
BROAD STREET ENERGY ADVISOR	S AIV-1,
L.L.C.	
(Last) (First) (Midd	le)
200 WEST STREET	,
200 WEST STREET	
(Street)	_
NEW YORK NY 1028	2
(City) (State) (Zip)	
1. Name and Address of Reporting Person *	
BROAD STREET ENERGY ADVISOR	SILC
BROAD STREET ENERGY ADVISOR	<u>5, L.L.C.</u>
(Last) (First) (Midd	ie)
200 WEST STREET	
(Street)	
NEW YORK NY 1028	2
(City) (State) (Zip)	

Explanation of Responses:

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), West Street International Infrastructure Partners III, L.P. ("WS International"), West Street European Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS Global"), Broad Street Principal Investments, L.L.C. ("BS Principal"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Offshore AIV-1, L.P. ("WS Offshore AIV-1, L.P. ("WS Offshore AIV-1, L.P. ("WS Offshore Holding - B AIV-1, L.P. ("WS Hords Iteret Energy Partners Offshore ST, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore Holding - B AIV-1, L.P. ("WS Offshore ST, L.C. ("BS Energy AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore Holding - B AIV-1, L.P. ("WS Offshore ST, L.C. ("BS Energy AIV"), West Street Energy Partners Offshore AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore ST, L.P. ("WS Offshore AIV"), West Street Energy Advisors AIV-1, L.C. ("BS Energy AIV"), (continued in footnote 2)

2. and Broad Street Energy Advisors, L.L.C. ("BS Energy", and together with WS International, WS European, WS Global, BS Principal, WS Offshore B, WS AIV, WS Offshore AIV, WS Holdings B, BS Energy AIV and BS Infrastructure, the "GS Entities") WSIP Egypt Holdings, LP ("WSIP") and WSEP Egypt Holdings, LP ("WSEP", and together with WSIP, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

3. On November 13, 2017, EnLink MidStream Partners, LP (the "Issuer") issued to Enfield Holdings, L.P. ("Holdings") 410,681 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") as payment for the quarterly distribution declared on the Series B Preferred Units. The Series B Preferred Units are convertible into Common Units of the Issuer on a one-for-one basis (subject to certain adjustments) at any time from the business day following the record date established by the Issuer's general partner for the Issuer's quarterly distribution for the second quarter of 2017.

4. The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Holdings, which directly holds the Series B Preferred Units reported herein.

5. Because of the relationship by and between the GS Entities, WSIP and WSEP on the one hand and Holdings on the other hand, the GS Entities, WSIP and WSEP may be deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose), to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings.

6. For purposes of Rule 13d-3(a) and Rule 16a-1(a) only (and not for any other applicable purpose), GS Group and Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings, as (i) Goldman Sachs is an investment manager of certain of the GS Entities, (ii) Goldman Sachs is a subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities.

7. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2017</u>
/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2017</u>
/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2017</u>
/s/ Yvette Kosic, Attorney-in-fact	11/15/2017
/s/ Yvette Kosic, Attorney-in-fact	11/15/2017
** Signature of Reporting Person	Date

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

* 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).

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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