

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **January 21, 2016**

ENLINK MIDSTREAM PARTNERS, LP

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

001-36340
(Commission File
Number)

16-1616605
(I.R.S. Employer Identification No.)

**2501 CEDAR SPRINGS RD.
DALLAS, TEXAS**
(Address of Principal Executive Offices)

75201
(Zip Code)

Registrant's telephone number, including area code: **(214) 953-9500**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions *see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sales of Equity Securities.

The text in Item 7.01 of this Current Report on Form 8-K regarding the issuance in kind by EnLink Midstream Partners, LP (the "Partnership") of additional Class C Common Units, and the text in Item 5.03 of the Partnership's Current Report on Form 8-K, dated March 16, 2015, filed with the Securities and Exchange Commission on March 16, 2015, regarding the terms of the Class C Common Units (as defined therein), is incorporated into this item by reference. The Partnership will issue 209,044 additional Class C Common Units on February 11, 2016 in a private transaction exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, and certain rules and regulations promulgated under that section.

Item 7.01. Regulation FD Disclosure.

On January 21, 2016, the Partnership issued a press release announcing that on February 11, 2016, it will pay a quarterly distribution to unitholders of record on February 1, 2016. The distribution will consist of (i) \$0.39 per common unit to its common unitholders and (ii) an aggregate amount of 209,044 additional Class C Common Units issued in kind to its Class C common unitholders. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached exhibit shall be deemed to be furnished and shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached exhibit is deemed to be furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.

**EXHIBIT
NUMBER**

DESCRIPTION

99.1 — Press Release dated January 21, 2016.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENLINK MIDSTREAM PARTNERS, LP

By: EnLink Midstream GP, LLC,
its General Partner

Date: January 21, 2016

By: /s/ Michael J. Garberding
Michael J. Garberding
Executive Vice President and
Chief Financial Officer

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INDEX TO EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press Release dated January 21, 2016.

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FOR IMMEDIATE RELEASE
JANUARY 21, 2016

Contact: Jill McMillan, Vice President of Communications and Investor Relations
 Phone: 214-721-9271
 Jill.McMillan@enlink.com

**ENLINK MIDSTREAM DECLARES QUARTERLY DISTRIBUTIONS
 FOR THE FOURTH QUARTER OF 2015**

DALLAS, January 21, 2016 — The EnLink Midstream companies today announced the declaration of the quarterly distributions for EnLink Midstream Partners, LP (NYSE: ENLK) (the Master Limited Partnership) and EnLink Midstream, LLC (NYSE: ENLC) (the General Partner) for the fourth quarter of 2015:

- The quarterly distribution on the Master Limited Partnership's common units will be \$0.39 per common unit, which represents a flat distribution compared to the third quarter of 2015 and a 2015 annual distribution increase of around five percent compared to 2014. The distribution is payable on February 11 to unitholders of record on February 1.
- The quarterly distribution on the General Partner's common units will be \$0.255 per common unit, which represents a flat distribution compared to the third quarter of 2015 and a 2015 annual distribution increase of around 16 percent compared to 2014. The distribution is payable on February 12 to unitholders of record on February 1.

About the EnLink Midstream Companies

EnLink Midstream is a leading, integrated midstream company with a diverse geographic footprint and a strong financial foundation, delivering tailored customer solutions for sustainable growth. EnLink Midstream is publicly traded through two entities: EnLink Midstream, LLC (NYSE: ENLC), the publicly traded general partner entity, and EnLink Midstream Partners, LP (NYSE: ENLK), the master limited partnership.

EnLink Midstream's assets are located in many of North America's premier oil and gas regions, including the Barnett Shale, Permian Basin, Cana-Woodford Shale, Arkoma-Woodford Shale, the STACK, Eagle Ford Shale, Haynesville Shale, Gulf Coast region, Utica Shale, and Marcellus Shale. Based in Dallas, Texas, EnLink Midstream's assets include over 9,700 miles of gathering and transportation pipelines, 19 processing plants with 3.8 billion cubic feet per day of

processing capacity, and seven fractionators with 280,000 barrels per day of fractionation capacity, as well as barge and rail terminals, product storage facilities, purchase and marketing capabilities, brine disposal wells, an extensive crude oil trucking fleet, and equity investments in certain private midstream companies. Additional information about the EnLink Midstream companies can be found at www.EnLink.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. These statements are based on certain assumptions made by the Master Limited Partnership and the General Partner based upon management's experience and perception of historical trends, current conditions, expected future developments and other factors the Master Limited Partnership and the General Partner believe are appropriate in the circumstances. These statements include, but are not limited to, statements with respect to results of operations information and distribution information. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Master Limited Partnership and the General Partner, which may cause the Master Limited Partnership's and the General Partner's actual results to differ materially from those implied or expressed by the forward-looking statements. These risks include, but are not limited to, the risks discussed in the Master Limited Partnership's and the General Partner's filings with the Securities and Exchange Commission. The Master Limited Partnership and the General Partner have no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Qualified Notice to Nominees:

This information is intended to be a qualified notice to nominees as provided for under Treasury Regulation Section 1.1446-4(b)(4) and (d). Under the rules applicable to publicly traded partnerships, 100 percent of the Master Limited Partnership's distributions to foreign investors are attributable to income that is effectively connected with a United States trade or business. Accordingly, all of the Master Limited Partnership's distributions to foreign investors are subject to federal income tax withholding at the highest effective tax rate.

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