

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

**FORM S-8**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**ENLINK MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**2501 Cedar Springs  
Dallas, Texas**  
(Address of principal executive offices)

**16-1616605**  
(I.R.S. Employer  
Identification Number)

**75201**  
(Zip Code)

**EnLink Midstream GP, LLC Long-Term Incentive Plan**  
(Full title of the plan)

**Alaina K. Brooks**  
**EnLink Midstream Partners, LP**  
**2501 Cedar Springs**  
**Dallas, Texas 75201**  
(Name and address of agent for service)

**(214) 953-9500**  
(Telephone number, including area code, of agent for service)

**Copy to:**

**Douglass M. Rayburn**  
Baker Botts L.L.P.  
2001 Ross Avenue  
Dallas, Texas 75201  
(214) 953-6500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Units representing limited partner interests	5,000,000 units	\$ 10.77	\$ 53,850,000.00	\$ 5,422.70

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), common units that may be issuable upon any unit split, unit dividend or similar transaction with respect to these common units are also being registered hereunder.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the common units of EnLink Midstream Partners, LP as reported on The New York Stock Exchange on April 5, 2016.

This Registration Statement (the "Registration Statement") is being filed, in accordance with General Instruction E to Form S-8, solely to register the issuance of an aggregate of up to 5,000,000 additional common units representing limited partner interests ("Common Units") of EnLink Midstream Partners, LP, all of which were authorized pursuant to an amendment and restatement of the EnLink Midstream GP, LLC Long-Term Incentive Plan (as amended to date, the "Plan"), approved by the Board of Directors of EnLink Midstream GP, LLC, our general partner, on February 8, 2016 and a majority of our unitholders on March 3, 2016 (effective April 6, 2016). We previously filed (i) a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") on July 14, 2003 (File No. 333-107025) covering 700,000 Common Units (1,400,000 Common Units following the two-for-one split of our outstanding Common Units on March 29, 2004) authorized for issuance under the Plan, (ii) a Registration Statement on Form S-8 with the Commission on August 18, 2005 (File No. 333-127645) covering an additional 400,000 Common Units authorized for issuance under the Plan, (iii) a Registration Statement on Form S-8 with the Commission on May 11, 2009 (File No. 333-159140) covering an additional 3,800,000 Common Units authorized for issuance under the Plan, and (iv) a Registration Statement on Form S-8 with the Commission on May 17, 2013 (File No. 333-188678) covering an additional 3,470,000 Common Units authorized for issuance under the Plan (the "Prior Registration Statements"). Except as supplemented by the information set forth below, the contents of the Prior Registration Statements are incorporated herein by reference. Unless the context otherwise requires, references in this Registration Statement to "us" or "we" are references to EnLink Midstream Partners, LP.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

We incorporate by reference the following documents filed by us with the Commission:

- (1) our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed on February 17, 2016;
- (2) our Current Reports on Form 8-K filed on January 12, 2016, January 21, 2016, February 2, 2016 and March 9, 2016 (in each case to the extent filed and not furnished);
- (3) the description of our Common Units contained in our Registration Statement on Form 8-A, filed on March 7, 2014 and any amendments or reports filed with the Commission for the purpose of updating that description.

All documents filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration

II-1

Statement to the extent that a statement contained herein, in any subsequently filed supplement to this Registration Statement or any document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

Number	Description
4.1	EnLink Midstream GP, LLC Long-Term Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated March 3, 2016, filed with the Commission on March 9, 2016).
4.2	Form of Restricted Incentive Unit Agreement (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K dated January 30, 2015, filed with the Commission on February 5, 2015).
4.3	Form of Performance Unit Agreement (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated January 30, 2015, filed with the Commission February 5, 2015).
5.1*	Opinion of Baker Botts L.L.P.
23.1*	Consent of KPMG LLP.
23.2*	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).

\* Filed herewith.

II-2

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 6<sup>th</sup> day of April, 2016.

ENLINK MIDSTREAM PARTNERS, LP

By: EnLink Midstream GP, LLC,  
its general partner

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

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Barry E. Davis, Michael J. Garberding and Alaina K. Brooks, and each of them, any of whom may act without the joinder of the other, as his lawful attorneys-in-fact and agents, with full power or substitution and resubstitution for him in any and all capacities, to sign and file any and all amendments to this Registration Statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry E. Davis</u> Barry E. Davis	President, Chief Executive Officer and Director (Principal Executive Officer)	April 6, 2016
<u>/s/ John Richels</u> John Richels	Chairman of the Board	April 4, 2016
<u>/s/ Leldon E. Echols</u> Leldon E. Echols	Director	March 30, 2016
<u>/s/ Scott A. Griffiths</u> Scott A. Griffiths	Director	April 6, 2016
II-3		
<u>/s/ David A. Hager</u> David A. Hager	Director	April 6, 2016
<u>/s/ Thomas L. Mitchell</u> Thomas L. Mitchell	Director	March 30, 2016
<u>/s/ Christopher Ortega</u> Christopher Ortega	Director	April 6, 2016
<u>/s/ Mary P. Ricciardello</u> Mary P. Ricciardello	Director	March 31, 2016
<u>/s/ Darryl G. Smette</u> Darryl G. Smette	Director	April 6, 2016
<u>/s/ Kyle D. Vann</u> Kyle D. Vann	Director	April 6, 2016
<u>/s/ Tony D. Vaughn</u> Tony D. Vaughn	Director	April 6, 2016
<u>/s/ Michael J. Garberding</u> Michael J. Garberding	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 6, 2016
II-4		

**EXHIBIT INDEX**

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\* Filed herewith.



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WASHINGTON

April 7, 2016

EnLink Midstream Partners, LP  
2501 Cedar Springs  
Dallas, Texas 75201

Ladies and Gentlemen:

We have acted as counsel to EnLink Midstream Partners, LP, a Delaware limited partnership (the "Partnership"), and EnLink Midstream GP, LLC, a Delaware limited liability company and the general partner of the Partnership (the "Company"), with respect to certain legal matters in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Partnership with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 5,000,000 additional common units representing limited partner interests of the Partnership (the "Common Units") that may be issued pursuant to the Company's Long-Term Incentive Plan (as amended to date, the "Plan"). At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above and as a basis for the opinions hereinafter expressed, we have examined (i) the Plan, (ii) the Eighth Amended and Restated Agreement of Limited Partnership of the Partnership and the Certificate of Limited Partnership of the Partnership, each as amended to date, (iii) the Third Amended and Restated Limited Liability Company Agreement of the Company and the Certificate of Formation of the Company, each as amended to date, (iv) originals, or copies certified or otherwise identified, of partnership and limited liability company records of the Partnership and the Company, including minute books of the Company as furnished to us by the Company, (v) originals, or copies certified or otherwise identified, of certificates of public officials and of representatives of the Partnership and the Company, and (vi) statutes and other instruments and documents as we deemed necessary or advisable as a basis for the opinions hereinafter expressed.

In giving the opinion set forth below, we have relied, without independent investigation or verification, to the extent we deemed appropriate, upon the certificates, statements or other representations of officers or other representatives of the Partnership and the Company and public officials, with respect to the accuracy of the factual matters contained in or covered by such certificates, statements or representations. In making our examination, we have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are authentic and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that, when issued and delivered from time to time in accordance with the provisions of the Plan and otherwise in accordance with the terms and conditions of the applicable award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and acting committee thereof as provided therein, the Common Units will be duly authorized by all necessary partnership action on the part of the Partnership,

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**BAKER BOTTS** LLP

EnLink Midstream Partners, LP

- 2 -

April 7, 2016

validly issued, fully paid and nonassessable.

This opinion is limited to the original issuance of Common Units by the Partnership and does not cover Common Units delivered by the Partnership following the reacquisition of the same by the Partnership.

This opinion is limited in all respects to the Delaware Revised Uniform Limited Partnership Act, the Delaware Limited Liability Company Act and the federal laws of the United States of America, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

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**Consent of Independent Registered Public Accounting Firm**

The Partners  
EnLink Midstream Partners, LP:

We consent to the use of our report dated February 17, 2016 with respect to the consolidated balance sheets of EnLink Midstream Partners, LP and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, changes in partners' equity, and cash flows, for each of the years in the three-year period ended December 31, 2015, and the effectiveness of internal control over financial reporting as of December 31, 2015, which report appears in the December 31, 2015 Form 10-K incorporated by reference herein.

Our report refers to a change in the Partnership's method of accounting for computing depreciation on certain assets.

/s/ KPMG LLP

Dallas, Texas  
April 7, 2016