

**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): **June 5, 2018**

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.)

**1722 ROUTH STREET, SUITE 1300
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.01. Changes in Control of Registrant.

On June 5, 2018, Devon Gas Services, L.P. and Southwestern Gas Pipeline, L.L.C. (collectively, the "Sellers"), each of which is a subsidiary of Devon Energy Corporation, entered into a Purchase Agreement with GIP III Stetson I, L.P. and GIP III Stetson II, L.P. (collectively, the "Purchasers"), each of which is an affiliate of Global Infrastructure Partners, pursuant to which the Purchasers agreed to acquire, in the aggregate, all of the equity interests held by the Sellers in (i) EnLink Midstream Partners, LP (the "Partnership"), (ii) EnLink Midstream, LLC ("ENLC"), and (iii) EnLink Midstream Manager, LLC, the managing member of ENLC (the "Manager") (collectively, the "Transaction"). The Sellers and the Purchasers have indicated that they expect the closing of the Transaction, which is subject to the satisfaction or waiver of customary closing conditions, to occur during the third quarter of 2018. If this Transaction is completed, then the Purchasers collectively will control the Manager, EnLink Midstream GP, LLC (the general partner of the Partnership), ENLC, and the Partnership.

Item 7.01. Regulation FD Disclosure.

On June 6, 2018, the Partnership issued a press release announcing the Transaction. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this "Current Report"). On June 6, 2018, the Partnership published a presentation regarding the Transaction, which will be available on the Partnership's website, www.enlink.com, under "Investors — ENLK — Events & Presentations — Presentations." 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 Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Forward-Looking Statements

This Current Report contains forward-looking statements within the meaning of the federal securities laws. These statements are based on certain assumptions made by the Partnership and ENLC based upon management's experience and perception of historical trends, current conditions, expected future developments and other factors the Partnership and ENLC believe are appropriate in the circumstances. All statements, other than statements of historical fact, included in this Current Report constitute forward-looking statements, including but not limited to statements identified by the words "may," "believe," "will," "should," "plan," "anticipate," "intend," "estimate," and "expect" and similar expressions. These statements include, but are not limited to, statements with respect to the closing of the Transaction and the timing of the closing of the Transaction. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Partnership and ENLC, which may cause the actual results to differ materially from those implied or expressed by the forward-looking statements. These risks include, but are not limited to, risks

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 shall be deemed to be furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press Release dated June 6, 2018.

SIGNATURES

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: June 6, 2018

By: /s/ Eric D. Batchelder
Eric D. Batchelder
Executive Vice President and
Chief Financial Officer



FOR IMMEDIATE RELEASE
JUNE 6, 2018

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EnLink Midstream Announces Strategic Partner Update

Global Infrastructure Partners enters into definitive agreement to acquire Devon's entire interest in EnLink Midstream

DALLAS, June 6, 2018 — The EnLink Midstream companies (EnLink), EnLink Midstream Partners, LP (NYSE: ENLK) (the Partnership or ENLK) and EnLink Midstream, LLC (NYSE: ENLC) (the General Partner or ENLC), today announced that affiliates of Global Infrastructure Partners (GIP), a leading global independent infrastructure fund manager, have entered into a definitive agreement with Devon Energy Corp. (Devon) to acquire all of Devon's interests in EnLink Midstream Manager, LLC (Manager), ENLC, and ENLK for total cash consideration of \$3.125 billion.

"Today's announcement marks an important next step in our journey as a leading midstream company," said Michael J. Garberding, EnLink President and Chief Executive Officer. "Our new, long-term strategic partnership with GIP will continue EnLink's strong momentum, build upon our core strengths, and add to our robust growth outlook. GIP has significant expertise and experience in the midstream industry that will enhance and elevate our growth plans. We look forward to a prosperous partnership together. We are thankful for the ownership relationship we've had with Devon, and we look forward to deepening our long-term commercial relationship with them as EnLink and Devon continue to collaborate in multiple core basins. Our right plan and our right team are unchanged, and we remain committed to executing our seven growth strategies and growing value for all stakeholders."

Upon closing of the transaction, which is expected to occur early in the third quarter of 2018, GIP will own a 100 percent equity interest in Manager, an approximate 64 percent limited partner equity interest in ENLC, and an approximate 23 percent limited partner equity interest in ENLK.

"Our investment in EnLink is a unique opportunity for us to partner with a leading energy infrastructure company with scale and a diverse portfolio of operations in leading North American crude oil and natural gas basins at an exciting time," said Adebayo Ogunlesi, Chairman and Managing Partner of GIP. "EnLink provides critical midstream infrastructure services to Devon and a host of customers across all segments of the value chain. We look forward to building on the success that EnLink has achieved and are confident in our ability to further EnLink's growth trajectory. We are pleased to

invest with EnLink's established management team as they pursue execution of their strategic long-term growth plan."

Through its long-term commercial contracts with Devon, EnLink will continue to maintain a strong commercial relationship with Devon while the companies work alongside each other to maximize returns in the STACK, redevelop the Barnett Shale, and team on new potential opportunities, such as crude gathering in the Delaware Basin. In connection with the transaction, Devon has agreed to extend certain, existing, fixed-fee gathering and processing contracts related to the Bridgeport and Cana plants with EnLink through 2029.

"We are proud of the success that Devon and EnLink jointly achieved and look forward to maintaining and expanding our strategic commercial relationship going forward," said Dave Hager, Devon President and Chief Executive Officer. "EnLink remains a preferred midstream partner for us, and we will continue to pursue mutually beneficial ways to grow our respective businesses."

Devon's agreement to divest of its interests in EnLink is part of its previously announced portfolio simplification initiatives and its 2020 strategic plan.

The transaction is subject to customary closing conditions.

Transaction Advisors

Citi acted as the financial advisor to EnLink on the transaction. Intrepid Partners, LLC acted as financial advisor and Latham & Watkins acted as legal advisor to GIP. Goldman Sachs & Co. LLC acted as the financial advisor to Devon on the transaction. J.P. Morgan Securities LLC provided a fairness opinion to Devon's board of directors. Vinson & Elkins LLP acted as legal advisor to Devon.

Conference Call Details

EnLink will hold a conference call to discuss the transaction on Wednesday, June 6, 2018 at 9 a.m. Central time (10 a.m. Eastern time). The dial-in number for the call is 1-855-656-0924. Callers outside the United States should dial +1-412-542-4172. Participants can also pre-register for the conference call by navigating to <http://dpreregister.com/10120943>. Here, they will receive their dial-in information upon completion of preregistration. Interested parties can access an archived replay of the call on the Investors page of EnLink's website at www.EnLink.com.

About Global Infrastructure Partners

GIP is an independent infrastructure fund manager that invests in infrastructure assets and businesses in both OECD and select emerging market countries. GIP targets investments in single assets and portfolios of assets and companies in power and utilities, natural resources infrastructure, air transport infrastructure, seaports and container terminals, rail infrastructure, water distribution and treatment and waste management. GIP has offices in New York and London, with an affiliate in Sydney and portfolio company operations headquarters in Stamford, Connecticut. For more information, visit www.global-infra.com.

About the EnLink Midstream Companies

EnLink provides integrated midstream services across natural gas, crude oil, condensate, and NGL commodities. EnLink operates in several top U.S. basins and is strategically focused on the core growth areas of the Permian's Midland and Delaware basins, Oklahoma's Midcontinent, and Louisiana's Gulf Coast. Headquartered in

LLC (NYSE: ENLC), the General Partner, and EnLink Midstream Partners, LP (NYSE: ENLK), the Master Limited Partnership. Visit www.EnLink.com for more information on how EnLink connects energy to life.

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 Partnership and the General Partner based upon management's experience and perception of historical trends, current conditions, expected future developments and other factors the Partnership and the General Partner believe are appropriate in the circumstances. All statements, other than statements of historical fact, included in this press release constitute forward-looking statements, including but not limited to statements identified by the words "may," "believe," "will," "should," "plan," "anticipate," "intend," "estimate," and "expect" and similar expressions. These statements include, but are not limited to, statements with respect to the closing of the transaction between Devon and GIP, the timing of the closing of the transaction between Devon and GIP, the benefits of the transaction between Devon and GIP to ENLK and ENLC, ENLK's and ENLC's future relationship with Devon, extensions of certain of ENLK's and ENLC's contracts with Devon, operational results in certain basins, as well as the Partnership's future growth and results of operations. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Partnership and the General Partner, which may cause the 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, risks discussed in the Partnership's and the General Partner's filings with the Securities and Exchange Commission. The Partnership and the General Partner disclaim any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

ENLINK MIDSTREAM: STRATEGIC PARTNER UPDATE



NEXT CHAPTER OF GROWTH FROM A POSITION OF STRENGTH

ANNOUNCING AGREEMENT FOR GLOBAL INFRASTRUCTURE PARTNERS TO ACQUIRE DEVON'S ENTIRE ENLINK INTEREST

Global Infrastructure Partners is a leading global, independent infrastructure fund manager --
Deep expertise and experience in midstream energy infrastructure

CONTINUING STRONG, LONG-TERM RELATIONSHIP WITH DEVON

Maximizing strategic positions in the STACK -- Expecting to extend certain gathering & processing contracts in
North Texas and Oklahoma to 2029 -- Teaming on potential crude gathering system in the Delaware Basin

EXECUTING ON OUR RIGHT PLAN

7 growth strategies on track -- Increased access to new opportunities and capabilities --
Focused on right long-term structure