

**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): **August 16, 2022**

ENLINK MIDSTREAM, LLC

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

001-36336

(Commission File
Number)

46-4108528

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Symbol</u>	<u>Name of Exchange on which Registered</u>
Common Units Representing Limited Liability Company Interests	ENLC	The New York Stock Exchange

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 8.01 Other Events.

On August 16, 2022, EnLink Midstream, LLC ("ENLC") issued a press release announcing its proposed offering of \$500.0 million aggregate principal amount of ENLC's senior notes due 2030 (the "Notes") pursuant to Rule 144A of the Securities Act of 1933, as amended. The Notes will be guaranteed by EnLink Midstream Partners, LP ("ENLK"), a subsidiary of ENLC. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on August 16, 2022, ENLC issued a press release announcing the commencement of its cash tender offers to purchase up to \$500.0 million in aggregate principle amount (as it may be increased by ENLK) of (i) the \$502.3 million outstanding aggregate principal amount of ENLK's 4.40% senior notes due 2024 (the "2024 Notes"), (ii) the \$717.2 million outstanding aggregate principal amount of ENLK's 4.15% senior notes due 2025 (the "2025 Notes"), and (iii) the \$491.0 million outstanding aggregate principal amount of ENLK's 4.85% senior notes due 2026 (the "2026 Notes") and, together with the 2024 Notes and the 2025 Notes, the "Tender Notes", subject to certain conditions (collectively, the "Tender Offers"). A copy of the press release announcing the Tender Offers is attached hereto as Exhibit 99.2 and incorporated by reference herein.

On August 16, 2022, ENLC issued a press release announcing the pricing of the upsized offering of \$700.0 million aggregate principal amount of its 6.500% senior notes due 2030. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Neither this Current Report on Form 8-K nor the press releases attached as exhibits hereto shall constitute an offer to sell or the solicitation of an offer to buy any security, including the Notes and related guarantee, a notice of redemption under the Indenture, or an offer to tender for, or purchase, any Tender Notes or any other security. There shall be no sale of the Notes and the related guarantee in any jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration, qualification, or exemption under the securities laws of any such jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
No.**

Description

99.1	Press Release, dated August 16, 2022, announcing commencement of the Offering.
99.2	Press Release, dated August 16, 2022, announcing commencement of the Tender Offers.
99.3	Press Release, dated August 16, 2022, announcing pricing of the Offering.
104	Cover Page Interactive Data File, formatted as inline XBRL.

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, LLC

By: EnLink Midstream Manager, LLC,
its Managing Member

Date: August 16, 2022

By: /s/ Pablo G. Mercado
Pablo G. Mercado
Executive Vice President and Chief Financial Officer



EnLink Midstream Announces Proposed Offering of Senior Notes

08.16.22

DALLAS, August 16, 2022 /PRNewsire/ — EnLink Midstream, LLC (NYSE: ENLC) (EnLink) today announced its intention, subject to market conditions, to commence an offering of \$500.0 million aggregate principal amount of senior notes due 2030 (the Senior Notes). The Senior Notes will be fully and unconditionally guaranteed on a senior basis by EnLink Midstream Partners, LP (ENLK), a subsidiary of EnLink. EnLink intends to use the net proceeds from this offering, together with existing corporate liquidity, to fund the repurchase of up to \$500.0 million in aggregate principle amount of ENLK's 4.40% senior notes due 2024, ENLK's 4.15% senior notes due 2025, and ENLK's 4.85% senior notes due 2026 (collectively, the ENLK Notes) pursuant to tender offers (the Tender Offers) that commenced concurrently with this offering, to pay fees and expenses incurred in connection with such senior notes repurchases, or for general corporate purposes. The Tender Offers are being made solely pursuant to the Offer to Purchase dated August 16, 2022.

The Senior Notes and ENLK's guarantee are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act), or to persons other than "U.S. persons" outside the United States in compliance with Regulation S under the Securities Act. The Senior Notes and ENLK's guarantee have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This notice is issued pursuant to Rule 135c of the Securities Act, and does not constitute an offer to sell any security, including the Senior Notes or ENLK's guarantee, nor a solicitation for an offer to purchase any security, including the Senior Notes, ENLK's guarantee, or the ENLK Notes, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration, qualification, or exemption under the securities laws of any such jurisdiction.

About EnLink Midstream

EnLink Midstream reliably operates a differentiated midstream platform that is built for long-term, sustainable value creation. EnLink's best-in-class services span the midstream value chain, providing natural gas, crude oil, condensate, and NGL capabilities, and carbon capture, transportation, and sequestration. Our purposely built, integrated asset platforms are in premier production basins and core demand centers, including the Permian Basin, Oklahoma, North Texas, and the Gulf Coast. EnLink's strong financial foundation and commitment to execution excellence drive competitive returns and value for our employees, customers, and investors. Headquartered in Dallas, EnLink is publicly traded through EnLink Midstream, LLC (NYSE: ENLC).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Although these statements reflect the current views, assumptions, and expectations of EnLink's management, the matters addressed herein involve certain assumptions, risks, and uncertainties that could cause actual activities, performance, outcomes, and results to differ materially from those indicated herein. Therefore, you should not rely on any of these forward-looking statements. 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 "forecast," "may," "believe," "will," "should," "plan," "predict," "anticipate," "intend," "estimate," and "expect" and similar expressions. Such forward-looking statements include, but are not limited to, statements regarding the anticipated consummation of the offering, the intended use of offering proceeds, the anticipated terms of the securities described herein, other aspects of the offering, and other statements that are not historical facts. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control, including risks and uncertainties related to EnLink's business, market conditions, whether EnLink will consummate the offering, the anticipated terms of the Senior Notes and the anticipated use of proceeds, the impact of competition, and other risk factors included in EnLink's reports filed with the Securities and Exchange Commission. An extensive list of factors that can affect EnLink's business are discussed in EnLink's filings with the Securities and Exchange Commission, including EnLink's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Neither EnLink Midstream, LLC nor EnLink Midstream Partners, LP assumes any obligation to update any forward-looking statements.

Investor Relations: Brian Brungardt, Director of Investor Relations, 214-721-9353, brian.brungardt@enlink.com

Media Relations: Megan Wright, Director of Corporate Communications, 214-721-9694, megan.wright@enlink.com

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EnLink Midstream Announces Cash Tender Offers for ENLK's Senior Notes due 2024, 2025, and 2026

08.16.22

DALLAS, August 16, 2022 /PRNewsire/ — EnLink Midstream, LLC (NYSE: ENLC) (EnLink) today announced that its subsidiary, EnLink Midstream Partners, LP (ENLK), has commenced cash tender offers (the Tender Offers) to purchase up to \$500.0 million in aggregate principal amount (as it may be increased by ENLK, the Aggregate Maximum Tender Amount) of (i) the \$502.3 million outstanding aggregate principal amount of ENLK's 4.40% senior notes due 2024 (the 2024 Notes), (ii) the \$717.2 million outstanding aggregate principal amount of ENLK's 4.15% senior notes due 2025 (the 2025 Notes), and (iii) the \$491.0 million outstanding aggregate principal amount of ENLK's 4.85% senior notes due 2026 (the 2026 notes and, together with the 2024 Notes and the 2025 Notes, the Tender Notes).

The terms and conditions of the Tender Offers are described in an Offer to Purchase, dated August 16, 2022 (the Offer to Purchase). EnLink intends to fund the purchase of Tender Notes with the net proceeds from EnLink's concurrent offering of \$500.0 million aggregate principal amount of senior notes due 2030 (the New Notes), which was also announced by EnLink today, together with existing corporate liquidity.

The following table sets forth certain terms of the Tender Offers:

Title of Notes	CUSIP Numbers / ISIN	Aggregate Principal Amount Outstanding ⁽¹⁾	Series Cap	Acceptance Priority Level	Dollars per \$1,000 Principal Amount of Notes		
					Tender Offer Consideration ⁽²⁾	Early Tender Premium	Total Consideration ⁽²⁾⁽³⁾
4.40% Senior Notes due 2024	29336UAB3 US29336UAB35 29336UAE7	\$ 502,348,000	N/A	1	\$ 978.75	\$ 30.00	\$ 1,008.75
4.15% Senior Notes due 2025	US29336UAE73 29336UAF4	\$ 717,195,000	\$ 150,000,000	2	\$ 970.00	\$ 30.00	\$ 1,000.00
4.85% Senior Notes due 2026	US29336UAF49	\$ 491,034,000	\$ 50,000,000	3	\$ 983.75	\$ 30.00	\$ 1,013.75

(1) As of the date of the Offer to Purchase.

(2) Holders will also receive accrued and unpaid interest from the applicable last interest payment with respect to the Tender Notes accepted for purchase to, but not including, the Early Settlement Date or the Final Settlement Date (each as defined below), as applicable.

(3) Includes the Early Tender Premium (as defined below).

Each of the Tender Offers is scheduled to expire at midnight, New York City time, at the end of September 13, 2022, unless extended or earlier terminated (the Expiration Date). Holders who validly tender their Tender Notes prior to the Expiration Date will be eligible to receive consideration equal to the amounts shown in the table above, subject to the Aggregate Maximum Tender Amount, the series cap with respect to the 2025 Notes and the 2026 Notes (each, a Series Cap) and proration, for each \$1,000 principal amount of Tender Notes, plus accrued and unpaid interest from the most recent interest payment date for the applicable Tender Notes up to, but not including, the applicable Settlement Date (as defined below).

Tender Notes tendered and not validly withdrawn prior to 5:00 p.m., New York City time, on August 29, 2022 (such date and time, as it may be extended, the Early Tender Date) and accepted for purchase will receive the applicable total consideration for that series as shown in the table above (the Total Consideration), including the early tender premium for such series of Tender Notes (the Early Tender Premium). Holders of Notes tendering their Notes after the Early Tender Date will only be eligible to receive the applicable tender offer consideration for such series of Tender Notes set forth in the table above (with respect to each series of Tender Notes, the Tender Offer Consideration), which is the applicable Total Consideration less the Early Tender Premium.

The consummation of the Tender Offers is not conditioned upon any minimum amount of Notes being tendered. However, each of the Offers is subject to the satisfaction of certain conditions, including the consummation of the offering of the New Notes on or prior to the Early Settlement Date and certain other customary conditions.

Provided that the conditions to the applicable Tender Offer have been satisfied or waived, and assuming acceptance for purchase by ENLK of Tender Notes validly tendered pursuant to the Tender Offers, (i) payment for applicable Tender Notes validly tendered at or prior to the applicable Early Tender Date and purchased in the applicable Tender Offer shall be made on the settlement date that is expected to be the second business day following the applicable Early Tender Date, or as promptly as practicable thereafter (with respect to each series of Notes, the Early Settlement Date) and (ii) payment for any applicable Tender Notes validly tendered after the applicable Early Tender Date, but at or prior to the applicable Expiration Date, and purchased in the applicable Tender Offer shall be made on the settlement date that is expected to be the second business day following the applicable Expiration Date, or as promptly as practicable thereafter (with respect to each series of Notes, the Final Settlement Date and, together with the related Early Settlement Date, the Settlement Dates).

Subject to the Aggregate Maximum Tender Amount, the applicable Series Cap and proration, the Tender Notes accepted on any Settlement Date will be accepted in accordance with their Acceptance Priority Levels set forth in the table above, with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level, and provided further that Tender Notes tendered at or prior to the Early Tender Date will be accepted for purchase with priority over Tender Notes tendered after the Early Tender Date, but at or prior to the Expiration Date, regardless of the priority of the series of such later Tender Notes that are tendered.

Acceptance for tenders of any Tender Notes may be subject to proration if the aggregate principal amount for any series of Tender Notes validly tendered and not validly withdrawn would cause the Aggregate Maximum Tender Amount to be exceeded. Acceptance for tenders of the 2025 Notes or the 2026 Notes may also be subject to proration if the aggregate principal amount of the 2025 Notes or 2026 Notes, as applicable, validly tendered and not validly withdrawn is greater than the applicable Series Cap. Furthermore, if the Tender Offers are fully subscribed as of the Early Tender Date, Tender Notes validly tendered after the Early Tender Date will not be accepted for purchase and there will be no Final Settlement Date.

The complete terms and conditions of each Tender Offer is described in the Offer to Purchase, copies of which may be obtained from D.F. King & Co., Inc., the Tender Agent and Information Agent, by calling (800) 207-3159 (US toll-free) or (212) 269-5550.

BofA Securities, Inc. and Wells Fargo Securities, LLC will act as the lead dealer managers for the Tender Offers. The co-dealer managers for the Tender Offers are Citigroup Global Markets Inc., RBC Capital Markets, LLC, PNC Capital Markets LLC and TD Securities (USA) LLC. Any questions regarding the terms of the Tender Offers should be directed to the lead dealer managers at BofA Securities, Inc., (US toll-free) 888-292-0070 or (collect) 980-388-3646 or Wells Fargo Securities, LLC, (US toll-free) 866-309-6316 or (collect) 704-410-4756.

This press release is for informational purposes only and does not constitute an offer to purchase or sell, a solicitation of an offer to purchase or sell or a notice of redemption with respect to any securities, including the Tender Notes or the New Notes. Each of the Tender Offers is being made solely by the Offer to Purchase. The Tender Offers are not being made to holders of Tender Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

About EnLink Midstream

EnLink Midstream reliably operates a differentiated midstream platform that is built for long-term, sustainable value creation. EnLink's best-in-class services span the midstream value chain, providing natural gas, crude oil, condensate, and NGL capabilities, and carbon capture, transportation, and sequestration. Our purposely built, integrated asset platforms are in premier production basins and core demand centers, including the Permian Basin, Oklahoma, North Texas, and the Gulf Coast. EnLink's strong financial foundation and commitment to execution excellence drive competitive returns and value for our employees, customers, and investors. Headquartered in Dallas, EnLink is publicly traded through EnLink Midstream, LLC (NYSE: ENLC).

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Although these statements reflect the current views, assumptions, and expectations of EnLink's management, the matters addressed herein involve certain assumptions, risks, and uncertainties that could cause actual activities, performance, outcomes, and results to differ materially from those indicated herein. Therefore, you should not rely on any of these forward-looking statements. 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 "forecast," "may," "believe," "will," "should," "plan," "predict," "anticipate," "intend," "estimate," and "expect" and similar expressions. Such forward-looking statements include, but are not limited to, statements regarding the anticipated consummation of the offering of New Notes and Tender Offers, the intended use of the offering proceeds, the anticipated terms of the New Notes or the Tender Offers, other aspects of the notes offering and Tender Offers, and other statements that are not historical facts. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control, including risks and uncertainties related to EnLink's business, market conditions, whether EnLink will consummate the offering of New Notes and the Tender Offers, the anticipated terms of the New Notes and anticipated use of proceeds, the impact of competition, and other risk factors included in EnLink's reports filed with the Securities and Exchange Commission. An extensive list of factors that can affect EnLink's business are discussed in EnLink's filings with the Securities and Exchange Commission, including EnLink's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Neither EnLink Midstream, LLC nor EnLink Midstream Partners, LP assumes any obligation to update any forward-looking statements.

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**EnLink Midstream Announces Pricing of Upsized Offering of
\$700 Million of Senior Notes Due 2030**

08.16.22

DALLAS, August 16, 2022 /PRNewsire/ — EnLink Midstream, LLC (NYSE: ENLC) (EnLink) today announced the pricing of its upsized offering of \$700.0 million aggregate principal amount of 6.500% senior notes due September 2030 (the Senior Notes) at a price of 100% of their face value. The Senior Notes will be fully and unconditionally guaranteed on a senior basis by EnLink Midstream Partners, LP (ENLK), a subsidiary of EnLink. The sale of the Senior Notes is expected to close on August 31, 2022, subject to customary conditions. The offering size was increased from the previously announced offering size of \$500.0 million aggregate principal amount of the Senior Notes.

EnLink intends to use the net proceeds from this offering, together with existing corporate liquidity, to fund the repurchase of up to \$500.0 million in aggregate principal amount of (i) the \$502.3 million outstanding aggregate principal amount of ENLK's 4.40% senior notes due 2024, (ii) the \$717.2 million outstanding aggregate principal amount of ENLK's 4.15% senior notes due 2025, and (iii) the \$491.0 million outstanding aggregate principal amount of ENLK's 4.85% senior notes due 2026 (collectively, the ENLK Notes) pursuant to tender offers (the Tender Offers) that commenced concurrently with this offering, to pay fees and expenses incurred in connection with such senior notes repurchases, or for general corporate purposes. The Tender Offers are being made solely pursuant to the Offer to Purchase dated August 16, 2022.

The Senior Notes and ENLK's guarantee are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act), or to persons other than "U.S. persons" outside the United States in compliance with Regulation S under the Securities Act. The Senior Notes and ENLK's guarantee have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This notice is issued pursuant to Rule 135c of the Securities Act, and does not constitute an offer to sell any security, including the Senior Notes or ENLK's guarantee, nor a solicitation for an offer to purchase any security, including the Senior Notes, ENLK's guarantee, or the ENLK Notes, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration, qualification, or exemption under the securities laws of any such jurisdiction.

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