
**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 6, 2019**

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)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934:

<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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure and Appointments

On August 6, 2019, EnLink Midstream, LLC (“ENLC”) announced that Michael J. Garberding would depart ENLC, including his positions as President, Chief Executive Officer, and director of EnLink Midstream Manager, LLC (the “Manager”), the managing member of ENLC, and the same positions of EnLink Midstream GP (the “General Partner”), the general partner of EnLink Midstream Partners, LP (“ENLK” and together with ENLC, “EnLink”), in each case, effective as of August 8, 2019. However, Mr. Garberding will remain with EnLink in a non-executive capacity through September 1, 2019 in order to assist with transition matters. Mr. Garberding’s departure did not result from a disagreement with the Manager or the General Partner.

On August 6, 2019, the Board of Directors of the Manager (the “Manager Board”) appointed Mr. Davis as Chief Executive Officer of the Manager, and the Board of Directors of the General Partner (the “General Partner Board”) appointed Mr. Davis as Chief Executive Officer of the General Partner, in each case, effective as of August 8, 2019. In addition, Mr. Davis’ title of Executive Chairman of the Manager Board and the General Partner Board was changed to Chairman as of the same date.

Also on August 6, 2019, GIP III Stetson I, L.P., in its capacity as the sole member of the Manager, elected and appointed Thomas W. Horton to serve on the Manager Board, effective as of August 8, 2019. Mr. Horton, as a Partner of Global Infrastructure Partners, will not receive any separate compensation for his service as director. Mr. Horton will not sit on any committee of the Manager Board.

Biographical information for each of Messrs. Davis and Horton is set forth below:

Barry E. Davis, 57, became Executive Chairman of EnLink in January 2018, after serving as Chief Executive Officer of EnLink since the company was created in 2014. He led EnLink’s predecessor, Crosstex Energy, from its founding in 1996 through the 2014 business combination of Crosstex with midstream assets from Devon Energy Corp., which created EnLink. Under his leadership, EnLink has evolved into a leading, integrated midstream company with a strong financial foundation and a diverse geographic footprint in several top U.S. basins. In addition to serving on the Board of Directors for EnLink, Mr. Davis is a Trustee of Texas Christian University (TCU) and a board member of the Kirby Corp. and several other civic and nonprofit organizations.

Thomas W. Horton, 57, is a Partner at Global Infrastructure Partners (“GIP”). Prior to joining GIP, Mr. Horton was a senior advisor at Warburg Pincus, LLC, a private equity firm from 2015 to 2019. Mr. Horton was the chairman of American Airlines Group, Inc., from 2013 to 2014, and chairman, president and chief executive officer of American Airlines, Inc., and AMR Corporation from 2011 to 2013, after being named president of American in 2010. Previously, he served as executive vice president and chief financial officer of AMR and American from 2006 to 2010, and vice chairman and chief financial officer of AT&T Corporation from 2002 to 2006. Mr. Horton currently serves as a lead director of General Electric Co. and Walmart Inc. He also serves on the executive board of the Cox School of Business at SMU. Mr. Horton was selected to serve as a director due to, among other factors, his extensive executive and financial experience, business expertise and leadership skills.

Mr. Garberding’s departure will constitute a “Qualifying Termination” under the terms of his Amended and Restated Change in Control Agreement, and under the terms of the outstanding restricted incentive units (including performance-based restricted incentive units) granted to Mr. Garberding under the EnLink Midstream, LLC 2014 Long-Term Incentive Plan and the EnLink Midstream GP, LLC Long-Term Incentive Plan.

Indemnification Agreement

ENLC has a practice of entering into indemnification agreements (the “Indemnification Agreements”) with each of the Manager’s directors and executive officers (collectively, the “Indemnitees”). In connection with his appointment to the Manager Board, ENLC entered into an Indemnification Agreement with Mr. Horton. Under the terms of the Indemnification Agreements, ENLC agreed to indemnify and hold each Indemnitee harmless from and against any and all losses, claims, damages, liabilities, judgments, fines, taxes (including ERISA excise taxes), penalties (whether civil, criminal, or other), interest, assessments, amounts paid or payable in settlements, or other amounts and any and all “expenses” (as defined in the Indemnification Agreements) arising from any and all threatened, pending, or completed claims, demands, actions, suits, proceedings, or alternative dispute mechanisms, whether civil, criminal, administrative, arbitrative, investigative, or otherwise, whether made pursuant to federal, state, or local law, whether formal or informal, and including appeals, in each case, which the Indemnitee may be involved, or is threatened to be involved, as a party, a witness, or otherwise, including any inquiries, hearings, or investigations that the Indemnitee determines might lead to the institution of any proceeding, related to the fact that Indemnitee is or was a director, manager, or officer of ENLC or the Manager, or is or was serving at the request of the ENLC or the Manager, each as applicable, as a manager, managing member, general partner, director, officer, fiduciary, trustee, or agent of any other entity, organization, or person of any nature. ENLC has also agreed to advance the expenses of an Indemnitee relating to the foregoing. To the extent that a change in the laws of the State of Delaware permits greater indemnification under any statute, agreement, organizational document, or governing document than would be afforded under the Indemnification Agreements as of the date of the Indemnification Agreements, the Indemnitee shall enjoy the greater benefits so afforded by such change.

The foregoing description of the Indemnification Agreements does not purport to be complete and is qualified in its entirety by reference to the complete text of the Form of Indemnification Agreement, the form of which was filed as Exhibit 10.1 to ENLC’s Current Report on Form 8-K dated July 17, 2018, filed with the Securities and Exchange Commission on July 23, 2018, and which is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On August 6, 2019, ENLC issued a press release announcing the appointments and resignation described in Item 5.02 of this Current Report. A copy of the press release is furnished as Exhibit 99.1 to this Current Report. 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”).

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 99.1 shall be 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 August 6, 2019.
104	Cover Page Interactive Data File.

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 8, 2019

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



FOR IMMEDIATE RELEASE
AUGUST 6, 2019

Investor Relations: Kate Walsh, Vice President of Investor Relations, 214-721-9696, kate.walsh@enlink.com

Media Relations: Jill McMillan, Vice President of Public & Industry Affairs, 214-721-9271, jill.mcmillan@enlink.com

EnLink Midstream Executive Chairman Barry Davis to Reassume CEO Role

Thomas W. Horton to join EnLink Board of Directors

DALLAS, August 6 — EnLink Midstream, LLC (NYSE: ENLC) (EnLink) announced today that Barry E. Davis, the company’s Executive Chairman who led EnLink as its Chief Executive Officer from its founding in 2014 to 2018, will reassume the role of Chief Executive Officer, in addition to continuing to serve as Chairman, effective August 8, 2019. Michael J. Garberding will be leaving the company to pursue other opportunities.

“I am very excited to return to lead EnLink during this defining time for our company and industry,” Davis said. “I am incredibly passionate about this company, the strength of our diversified asset portfolio, and our ability to win in this environment. EnLink is competitively advantaged with a best-in-class team, differentiated portfolio of operations, deep customer relationships, strong financial profile, and a strategic partner, Global Infrastructure Partners (GIP), who is committed to investing in our long-term growth. Our top priority is to unlock the value of these strengths to drive forward our next phase of growth and success.

“I would like to express my gratitude to Mike who has been my close partner in growing the company for the past 11 years. He leaves behind a strong legacy, having helped build EnLink into the diversified company that it is today, and I wish him the best in his future pursuits.”

Davis served as CEO of EnLink, and its predecessor company Crosstex Energy, which he founded in 1996, until January 2018 when he became Executive Chairman. Davis has been instrumental in driving EnLink’s vision and growth, which under his leadership has grown into a Fortune 500 company with over \$7 billion of revenues.

“Now is the right time for Barry to return as CEO to accelerate the company’s strategy and capitalize on compelling growth opportunities, during this transformative time for the industry,” said Will Brilliant, a Director on EnLink’s Board of Directors and a Partner at Global Infrastructure Partners. “Barry is an exceptional leader with deep knowledge, experience and relationships, having successfully built EnLink into what it is today. He is the right CEO to guide EnLink into its next chapter of growth.”

Separately, EnLink appointed Thomas W. Horton, a highly respected business executive and Partner at GIP, to the EnLink Board of Directors. Horton previously served as Chairman and CEO of American Airlines. During his time at American Airlines, he led the company through a successful restructuring and turnaround culminating in the merger with US Airways, creating the world’s largest airline. He also serves as the lead director on the Boards of Directors of General Electric Co. and Walmart Inc.

“Tom brings extensive leadership, transformation experience and transaction expertise to EnLink’s Board,” Davis said. “His appointment is a testament to GIP’s confidence in and commitment to our long-term growth and success. We have no doubt that Tom will make many contributions to our company and are excited to welcome him to the Board.”

Following Horton’s appointment, EnLink’s Board will consist of nine directors, including four GIP partners.

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. 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). Visit www.EnLink.com to learn how EnLink connects energy to life.

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 our 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 about expected future financial and operational results, future growth in our existing business or as a result of new projects and acquisitions, the ability to achieve additional growth, our relationship with customers, the future of the energy business and of the midstream sector, objectives, strategies, expectations and intentions and other statements that are not historical facts. Factors that could result in such differences or otherwise materially affect our financial condition, results of operations, and cash flows include, without limitation, (a) potential conflicts of interest of Global Infrastructure Partners (“GIP”) with us and the potential for GIP to favor GIP’s own interests to the detriment of the unitholders, (b) GIP’s ability to compete with us and the fact that it is not required to offer us the opportunity to acquire additional assets or businesses, (c) a default under GIP’s credit facility could result in a change in control of us, could adversely affect the price of our common units, and could result in a default under our credit facility, (d) the dependence on Devon for a substantial portion of the natural gas and crude that we gather, process, and transport, (e) developments that materially and adversely affect Devon or other customers, (f) adverse developments in the midstream business that could reduce our ability to make distributions, (g) the competition for crude oil, condensate, natural gas, and NGL supplies and any decrease in the availability of such commodities, (h) decreases in the volumes that we gather, process, fractionate, or transport, (i) construction risks in our major development projects, (j) our ability to receive or renew required permits and other approvals, (k) changes in the availability and cost of capital, including as a result of a change in our credit rating, (l) operating hazards, natural disasters, weather-related issues or delays, casualty losses, and other matters beyond our control, (m) impairments to goodwill, long-lived assets and equity method investments, and (n) the effects of existing and future laws and governmental regulations, including environmental and climate change requirements and other uncertainties. These and other applicable uncertainties, factors, and risks are described more fully in EnLink Midstream Partners, LP’s and EnLink Midstream, LLC’s filings (collectively, “EnLink Midstream”) with the Securities and Exchange Commission, including EnLink Midstream Partners, LP’s and EnLink Midstream, LLC’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Neither EnLink Midstream Partners, LP nor EnLink Midstream, LLC assumes any obligation to update any forward-looking statements.

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