SEC Form 4

(Last)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Ш

1. Name and Address of Reporting Person*

(First)

WSIP Egypt Holdings, LP

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person

Form filed by More than One Reporting Person

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

X 10% Owner

Other (specify

	or Section 30(h) of the Investment Company Act of 1940		
(Middle)	2. Issuer Name and Ticker or Trading Symbol EnLink Midstream Partners, LP [ENLK] 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2018	5. Relationship of Reporting Person((Check all applicable) Director X Officer (give title below)	(s) to Issuer 10% Ov Other (s below)

4. If Amendment, Date of Original Filed (Month/Day/Year)

200 WEST STREE	ET	
(Street) NEW YORK	NY	10282
(City)	(State)	(Zip)

Table I - Non-Derivative Securities Acquired Disposed of or Beneficially Owned

Table I - NO	II-Derivative S	ecunities Acq	uneu,	Disp	Useu oi, oi i	Denenic		neu	-	
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Ins			Transaction Code (Instr. B) Acquired (A) or Disposed of (D) (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.					derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)					
Series B Cumulative Convertible Preferred Units	(3)	11/13/2018		J ⁽³⁾		422,720		(3)	(3)	Common Units	422,720	(3)	58,728,994	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾			

1. Name and Address of Reporting Person*

WSIP	Egypt	Hold	ings, LP

(Last)	(First)	(Middle)	
200 WEST STR	EET		
(Street)			
NEW YORK	NY	10282	
(City)	(State)	(Zip)	
1. Name and Addres	ss of Reporting Person *		
	ss of Reporting Person* THOLDINGS,	<u>LP</u>	
		LP	
		LP (Middle)	
WSEP EGYF	(First)		
WSEP EGYI	(First)		
WSEP EGYF (Last) 200 WEST STR	(First)		

1. Name and Address of							
BROAD STREET INFRASTRUCTURE ADVISORS							
<u>III, L.L.C.</u>							
(Last)	(First)	(Middle)					
200 WEST STREET	Г						
(Street)							
NEW YORK	NY	10282					
(City)	(State)	(Zip)					
1. Name and Address of	Reporting Person*						
BROAD STREE	ET ENERGY ADV	<u>ISORS AIV-1,</u>					
<u>L.L.C.</u>							
(Last)	(First)	(Middle)					
200 WEST STREET	Г						
(Street)							
NEW YORK	NY	10282					
(City)	(State)	(Zip)					

Explanation of Responses:

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), West Street International Infrastructure Partners III, L.P. ("WS International"), West Street European Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS Global"), Broad Street Principal Investments, L.L.C. ("BS Principal"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Offshore B"), West Street Energy Partners AIV-1, L.P. ("WS AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Holdings B"), Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), (continued in footnote 2)

2. and Broad Street Energy Advisors AIV-1, L.L.C. ("BS Energy AIV", and together with WS International, WS European, WS Global, BS Principal, WS Offshore B, WS AIV, WS Offshore AIV, WS Holdings B, BS Energy AIV and BS Infrastructure, the "GS Entities") WSIP Egypt Holdings, LP ("WSIP") and WSEP Egypt Holdings, LP ("WSEP", and together with WSIP, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

3. On November 13, 2018 EnLink MidStream Partners, LP (the "Issuer") issued to Enfield Holdings, L.P. ("Holdings") 422,720 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") as payment for the quarterly distribution declared on the Series B Preferred Units. The Series B Preferred Units are convertible into Common Units of the Issuer on a one-for-one basis (subject to certain adjustments) at any time from the business day following the record date established by the Issuer's general partner for the Issuer's quarterly distribution for the second quarter of 2017, and accordingly are currently convertible at the option of the holder.

4. The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Holdings, which directly holds the Series B Preferred Units reported herein.

5. Because of the relationship by and between the GS Entities, WSIP and WSEP on the one hand and Holdings on the other hand, the GS Entities, WSIP and WSEP may be deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose), to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings. 6. For purposes of Rule 13d-3(a) and Rule 16a-1(a) only (and not for any other applicable purpose), GS Group and Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings, as (i) Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings, as (i) Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing partner or investment manager of the GS Entities, (ii) Goldman Sachs is a subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing partner or investment manager of the GS Entities, (iii) Goldman Sachs is a subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing partner or investment manager of the GS Entities, (iii) Goldman Sachs is a subsidiary of GS Group and Goldman Sachs and GS Group are the general partner, managing partner or investment manager of the GS Entities, (iii) Goldman Sachs is a subsidiary of GS Group are the general partner, managing partner or investment manager of the GS Entities, (iii) Goldman Sachs and GS Group are the general partner, managing partner or investment manager o

7. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2018</u>
/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2018</u>
/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2018</u>
/s/ Yvette Kosic, Attorney-in-fact	<u>11/15/2018</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.