SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5

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

			or S	ection 30(h)	of the Investment Company Act of 194	40				
Enfield Heldings Advisors Inc.			2. Date of Event Requiring Statement (Month/Day/Year) 01/07/2016		3. Issuer Name and Ticker or Trading Symbol <u>EnLink Midstream Partners, LP</u> [ENLK]					
(Last) (First) (Middle)		4. Relationship of Reporting Person (Check all applicable)					5. If Amendment, Date of Original Filed (Month/Day/Year)			
301 COMMERCE STREET		Director X Officer (give title below)			10% Owner Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person			
(Street) FORT WORTH TX 76102										
(City) (Sta	ate)	(Zip)								
			Table I - N	on-Deriva	ative Securities Beneficially	/ Owned				
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct Indirect (I) (In	(D) or 5)		Beneficial Ownership (Instr.		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversi or Exerci	ise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) e (Instr. 5)		
Series B Cumulative Convertible Preferred Units			(1)	(1)	Common Units	50,000,000	(1)	I	See Explanation of Responses ⁽²⁾⁽³⁾⁽⁴⁾	
1. Name and Address of <u>Enfield Holding</u>										
(Last) 301 COMMERCE S	(Last) (First) (Middle) 301 COMMERCE STREET									
(Street) FORT WORTH	TV	76102		-						
	TX 76102		-							
(City)	(State)	(Zip)		-						
1. Name and Address of Reporting Person [*] Enfield Holdings, L.P.				_						
(Last) (First) (Middle) 301 COMMERCE STREET										
(Street) FORT WORTH	ТХ	76102		_						
(City)	(City) (State) (Zip)									

Explanation of Responses:

1. On December 6, 2015, EnLink MidStream Partners, LP (the "Issuer") and Enfield Holdings, L.P. ("Enfield Holdings") entered into that certain Convertible Preferred Unit Purchase Agreement (the "Purchase Agreement"), pursuant to which on January 7, 2016 Enfield Holdings purchased, in the aggregate, 50,000,000 Series B Cumulative Convertible Preferred Units of the Issuer (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.

2. Enfield Holdings Advisors, Inc. ("Enfield Holdings Advisors") is the general partner of Enfield Holdings and, together with Enfield Holdings Advisors, the "Reporting Persons"), which directly holds the 50,000,000 Series B Preferred Units reported herein.

3. Affiliates of The Goldman Sachs Group, Inc. and affiliates of TPG Global, LLC own interests in Enfield Holdings Advisors and are making separate Form 3 filings.

4. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(5) The Reporting Persons are jointly filing this Form 3 under Exchange Act Rule 16a-3(j).

/s/ Clive Bode, Vice President,	
Enfield Holdings Advisors, Inc.	01/19/2016
(5)	

/s/ Clive Bode, Vice President, Enfield Holdings Advisors, Inc., 01/19/2016 general partner of Enfield Holdings, L.P. (5)

** 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 5 (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.