

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>TPG Advisors VII, Inc.</u>  (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u>  (Street) <u>FORT WORTH TX 76102</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EnLink Midstream Partners, LP [ ENLK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/25/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
Series B Cumulative Convertible Preferred Units	(1)	01/25/2019		J(1)		58,728,994(1)		(1)	(1)	Common Units	0	(1)	0(1)	I	See Explanation of Responses(1)(2)(3)(4)

1. Name and Address of Reporting Person \*  
TPG Advisors VII, Inc.  
 (Last) (First) (Middle)  
C/O TPG GLOBAL, LLC  
301 COMMERCE STREET, SUITE 3300  
 (Street)  
FORT WORTH TX 76102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
BONDERMAN DAVID  
 (Last) (First) (Middle)  
301 COMMERCE STREET, SUITE 3300  
 (Street)  
FORT WORTH TX 76102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*

COULTER JAMES G

(Last) (First) (Middle)

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

**Explanation of Responses:**

1. On January 25, 2019, EnLink Midstream Partners, LP (the "Issuer") became a wholly owned subsidiary of EnLink Midstream, LLC ("ENLC") as the result of a merger between NOLA Merger Sub, LLC, a wholly owned subsidiary of ENLC, and the Issuer (the "Merger"). In connection with the Merger, the Issuer entered into the Tenth Amended and Restated Agreement of Limited Partnership, which amended the terms of the Series B Cumulative Convertible Preferred Units (the "Series B Units") to, among other things, make the Series B Units reported herein exchangeable for common units of ENLC at a ratio of 1 to 1.15 (subject to certain adjustments). The Series B Units reported herein are no longer convertible into common units of the Issuer.
2. David Bonderman and James G. Coulter are officers and sole shareholders of TPG Advisors VII, Inc. ("TPG Advisors VII" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which holds 100 shares of common stock, and has appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Enfield Holdings, L.P. ("Enfield Holdings"), which directly holds the Series B Units reported herein.
3. Because of the relationship between the Reporting Persons and Enfield Holdings, the Reporting Persons may be deemed 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 Enfield Holdings.
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 4 pursuant to Rule 16a-3(j) under the Exchange Act. 6. Bradford Berenson is signing on behalf of Messrs. Bonderman and Coulter pursuant to the authorization and designation letters dated March 13, 2018, which were previously filed with the Securities and Exchange Commission.

/s/ Michael LaGatta, Vice  
President, TPG Advisors VII, Inc. 01/29/2019  
(5)

/s/ Bradford Berenson on behalf of  
David Bonderman (5)(6) 01/29/2019

/s/ Bradford Berenson on behalf of  
James G. Coulter (5)(6) 01/29/2019

\*\* 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.