SEC Form 4

## 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).

## 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

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

OMB APPROVAL

1. Name and Address of Reporting Person GARBERDING MICHAEL				Name <b>and</b> Ticker o k Midstream,				ationship of Reporting Person(s) to Issuer ( all applicable) Director 10% Owner			
(Last) 1722 ROUTH	(First) STREET	(Middle)	3. Date o 01/25/2	f Earliest Transacti 019	on (Month/Day/	Year)		Officer (give title below)		specify	
SUITE 1300			4. If Ame	ndment, Date of Or	riginal Filed (Mo	nth/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) DALLAS	TX	75201						Form filed by More	than One Reporti	ng Person	
(City)	(State)	(Zip)									
		Table I - No	n-Derivative S	ecurities Acq	uired, Disp	osed of, or Beneficia	lly Ow	ned			
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial	

	(month/buy/rear)	(Month/Day/Year)	8)						(Instr. 4)	Ownership
			Code	V Amount (A) or (D) Price		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Units	01/25/2019		<b>A</b> <sup>(1)(2)</sup>		494,680 <sup>(3)</sup>	Α	(1)(2)	924,889	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										

(e.g., puts, calls, warrants, options, convertible securities)

				-		1								-		
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. Transac Code (Ir 8)		Derivat Securit Acquir or Disp	i. Number of Derivative Securities Acquired (A) or Disposed of D) (Instr. 3, 4 ind 5)		nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Security S (Instr. 5) B C F R	derivative Securities Beneficially I Owned G Following ( Reported	Ownership Form: I Direct (D)	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)		

## Explanation of Responses:

1. The Reporting Person acquired beneficial ownership of 494,680 common units representing limited liability company interests ("Common Units") in EnLink Midstream, LLC (the "Issuer") as consideration in the merger (the "Merger") of NOLA Merger Sub, LLC ("Merger Sub") with and into EnLink Midstream Partners, LP ("ENLK"), with ENLK surviving the merger as a subsidiary of the Issuer. The Merger was effected pursuant to the Agreement and Plan of Merger, dated as of October 21, 2018 (the "Merger Agreement"), by and among the Issuer, EnLink Midstream Manager, LLC, Merger Sub, ENLK, and EnLink Midstream GP, LLC. The Merger closed on January 25, 2019 and was effective as of 9:30 a.m. Central Time on that date (the "Effective Time").

Continued from Footnote 1) At the Effective Time, (i) each common unit representing a limited partner interest in ENLK ("ENLK Common Unit") held by the Reporting Person immediately prior to the Merger converted into the right to receive 1.15 (the "Exchange Ratio") Common Units, and (ii) as further described in the Merger Agreement, each Restricted Incentive Unit under ENLK's long-term incentive plan (an "ENLK RIU") held by the Reporting Person immediately prior to the Merger converted into an award with respect to Common Units with substantially the same terms as such ENLK RIU, but subject to adjustment to take into account the Exchange Ratio.
Includes 246,864 unvested Restricted Incentive Units with respect to Common Units of which the Reporting Person acquired beneficial ownership as a result of the conversion at the Effective Time of the unvested ENLK RIUs held by the Reporting Person immediately prior to the Effective Time, of which (i) 52,223 will vest on January 1, 2020, (ii) 65,469 will vest on January 1, 2021, and (iii) 129,172 will vest 50% on the second anniversary of the vesting commencement date of August 1, 2018.

/s/ Barry E. Davis, by power of	01/29/2019
attorney ** 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.