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

1. Name and Address of Reporting Person [*] GOLDMAN SACHS GROUP INC				2. Issuer Name and Ticker or Trading Symbol EnLink Midstream Partners, LP [ENLK]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last)	,	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/12/2016					Officer (give til below)	lle		Other (s below)	specify				
200 WES	T STREET				4. lf	Amendm	nent, D	ate of Or	iginal I	Filed (Mor	th/Day/Year))	6. Indivi	dual or Joint/Gro Form filed by	•	÷ .		able Line)
(Street) NEW YO	RK N	īΥ	10282										x	Form filed by				ng Person
(City)	(5	State)	(Zip)															
			Table I - No	n-Deri	vativ	ve Sec	uritie	es Acq	uirec	d, Dispo	osed of, o	r Benefic	ially Ow	ned				
Da			Date	Date (Month/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		ate, Transaction D Code (Instr.		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Own Following Repo	ned	6. Owne Form: D or Indire (Instr. 4)	Direct (D) rect (I)	7. Nature of Indirect Beneficial Ownership	
								Code	• v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
			Table II -	Deriva (e.g., p	itive outs,	Secur , calls,	ities warr	Acquii ants, c	red, l optio	Dispos ns, cor	ed of, or E vertible s	Beneficia ecurities	lly Owne s)	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Date Execution Date,	Transaction Der Code (Instr. Sec 8) Acc or I of (Derivati Securiti Acquire or Dispo of (D) (II	erivative Expirat		Date Exercisable and biration Date bnth/Day/Year)		Securities Underlying Derivative Security		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Owne Form: Direct or Ind (I) (Ins	rship t (D) lirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercis		Expiratior Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Series B Cumulative Convertible Preferred	(3)	05/12/2016		J ⁽³⁾		992,445		(3)		(3)	Common Units	992,445	(3)	50,992,445	I		See footnotes ⁽¹	1)(2)(3)(4)(5)(6)(7)
Units				1		1								1				

(Last)	(First)	(Middle)
200 WEST STRE	ET	
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
GOLDMAN S	ACHS & CO	
(Last)	(First)	(Middle)
200 WEST STRE	ET	
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

OMB APPROVAL
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1. Name and Address of F	Reporting Person *					
	INTERNATIONA URE PARTNERS					
(Last)	(First)	(Middle)				
200 WEST STREET	(「"51)	(midule)				
(Street) NEW YORK	NY	10282				
,						
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] <u>WEST STREET EUROPEAN INFRASTRUCTURE</u> <u>PARTNERS III, L.P.</u>						
(Last)	(First)	(Middle)				
200 WEST STREET						
(Street) NEW YORK	NY	10282				
(City)	(State)	(Zip)				
1. Name and Address of F West Street Glob	Reporting Person* al Infrastructure Pa	rtners III, L.P.				
(Last)	(First)	(Middle)				
200 WEST STREET						
(Street) NEW YORK	NY	10282				
(City)	(State)	(Zip)				
1. Name and Address of F	Reporting Person *					
Broad Street Prin	cipal Investments,	<u>L.L.C.</u>				
(Last) 200 WEST STREET	(First)	(Middle)				
(Street)						
NEW YORK	NY	10282				
(City)	(State)	(Zip)				
1. Name and Address of F						
West Street Energ	gy Partners Offshor	re- <u>B AIV-1, L.P.</u>				
(Last)	(First)	(Middle)				
200 WEST STREET						
(Street)						
NEW YORK	NY	10282				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* West Street Energy Partners AIV-1, L.P.						
(Last) 200 WEST STREET	(First)	(Middle)				
(Street) NEW YORK	NY	10282				
(City)	(State)	(Zip)				

1. Name and Address o	f Reporting Persor	*
West Street Ene	rgy Partners	Offshore AIV-1, L.P.
(Last)	(First)	(Middle)
200 WEST STREE	Г	
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address o	f Reporting Persor	,* 1
West Street Ene	rgy Partners	Offshore Holding-B AIV-
<u>1, L.P.</u>		
(Last)	(First)	(Middle)
200 WEST STREE	Т	
(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. ("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 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"), West Street Energy Partners Offshore Holding - B AIV-1, Holdings B"), Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), Broad Street Energy Advisors AIV-1, L.P. ("WS Offshore 2)

2. and Broad Street Energy Advisors, L.L.C. ("BS Energy", 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 May 12, 2016, EnLink MidStream Partners, LP (the "Issuer") issued to Enfield Holdings, L.P. ("Holdings") 992,445 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.

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 greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings, as (i) Goldman Sachs is an investment manager of certain of the GS Entities, (ii) Goldman Sachs is a wholly-owned subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing limited partner or investment manager of the GS Entities.

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.

/s/ Yvette Kosic, Attorney-in-fact	05/16/2016
/s/ Yvette Kosic, Attorney-in-fact	05/16/2016
** 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.