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

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

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1. Name and Address of Reporting Person [*] Devon Gas Services, L.P.					2. Issuer Name and Ticker or Trading Symbol <u>EnLink Midstream Partners, LP</u> [ENLK]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 05/27/2015									Director X 10% Owner Officer (give title Other (specify below) below)				specify	
333 WEST SHERIDAN AVE.					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) OKLAHOMA CITY OK 73102												x	Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City) (State) (Zip)																			
			Table I - Nor	n-Deriva	ative	Securiti	es Ac	quired,	Disp	osed	of, or	Benefi	cially Ow	ned					
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		r) if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispo			cquired (A)) (Instr. 3				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									v	Amoun	nt	(A) or (D)	Price	(Instr. 3 and				(
Common Units														87,128	8,717		D ⁽¹⁾		
Common Units														49,049,463			Ι	See Footnote ⁽²⁾	
			Table II - I (ecurities alls, war								ed					
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)		Derivative I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Securities Underlyi Derivative Security and 4)		rlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	re es ally g	Ownership Form:	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisabl		cpiration ate	Nur		mount or umber of nares		Transact (Instr. 4)	tion(s)			
Class E Common Units	(3)	05/27/2015		A		36,629,888		(3)		(3)	Com Un		6,629,888	(3)	36,629	,888	I	See Footnote ⁽⁴⁾	
1. Name and A		eporting Person [*]																	
(Last) (First) (Middle) 333 WEST SHERIDAN AVE.																			
(Street) OKLAHOMA CITY OK 73102																			
(City) (State) (Zip			(Zip)																
		eporting Person *																	
Devon G	as Opera	ting, Inc.																	
(Last) (First) 333 WEST SHERIDAN AVE.			(Middle)																
(Street) OKLAHOMA CITY OK 73102																			
(City)		(State)	(Zip)																

Explanation of Responses:

1. Devon Gas Operating, Inc. ("Devon Gas Operating") as the general partner of Devon Gas Services, L.P. ("Devon Gas Services") may be deemed to beneficially own common units ("Common Units") representing limited partner interests of the Issuer directly owned by Devon Gas Services through Devon Gas Operating's ability to control Devon Gas Services. Devon Gas Operating disclaims beneficial ownership of the Common Units owned by Devon Gas Services in excess of its pecuniary interest therein.

2. 17,431,152 Common Units are owned directly by EnLink Midstream, Inc. ("EMI") and 31,618,311 Common Units are owned directly by Acacia. As the owner of 70.3% of the outstanding membership interest in EnLink Midstream, LLC ("EnLink Midstream") (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream's managing member ("EnLink Midstream Manager")), which is the holder of 100% of the outstanding common stock of each of EMI and Acacia, Devon Gas Services and Devon Gas Operating may be deemed to be the beneficial owner of the Common Units owned by EMI and Acacia. Each of Devon Gas Services and Devon Gas Services of its pecuniary interests therein.

3. On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia, pursuant to which Acacia sold a 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 36,629,888 Class E Common Units of the Issuer (the "Class E Units"). Each Class E Unit will automatically convert into one Common Unit on a one-to-one basis on the first business day following the record date for distribution payments with respect to the distribution of the quarter ended June 30, 2015 and has no expiration date.

4. The Class E Units are owned directly by Acacia. Due to the relationships described in Footnote 2, Devon Gas Services and Devon Gas Operating may be deemed to be the beneficial owner of the Class E Units owned by Acacia. Each of Devon Gas Services and Devon Gas Operating disclaims beneficial ownership of the Class E Units owned by Acacia in excess of its pecuniary interests therein.

Remarks:

EMI has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the relationships described in Footnotes (1) and (2), each of Devon Gas Services and Devon Gas Operating may be deemed a director by deputization.

/s/ Carla D. Brockman, VicePresident and Secretary of Devon05/28/2015Gas Operating Inc./s/ Carla D. Brockman, VicePresident and Secretary of Devon05/28/2015Gas Operating Inc., the general05/28/2015partner of Devon Gas Services,05/28/2015

** 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.