#### SANCHEZ ANTONIO R III

Form 4

March 06, 2018

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANCHEZ ANTONIO R III		2. Issuer Name and Ticker or Trading Symbol Sanchez Midstream Partners LP [SNMP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First)  1000 MAIN STREET, S	(Middle) UITE 3000	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2018	_X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
HOUSTON, TX 77002			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Securitie or Dispose (Instr. 3, 4	d of (L	))	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 Indirect Beneficial Ownership (Instr. 4)		
Common Units	03/02/2018		$A_{(1)(2)}$	210,978	A	\$ 12.39	210,978	I	By SP Holdings, LLC (3)		
Common Units	03/02/2018		J(1)(2)	210,978	D	\$ 0	0	I	By SP Holdings, LLC (3)		
Common Units							376,691 <u>(1)</u> <u>(2)</u>	D			
Common Units							35,320	I	By Sanchez Oil & Gas Corporation		

(4)

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Kelatior	ıshıps	

10% Owner Officer Other

SANCHEZ ANTONIO R III 1000 MAIN STREET, SUITE 3000 X HOUSTON, TX 77002

### **Signatures**

/s/ Antonio R. 03/06/2018 Sanchez, III

\*\*Signature of Reporting Date

### **Explanation of Responses:**

- 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).
- Represents a distribution to SP Holdings, LLC ("SP Holdings") of 210,978 Issuer common units pursuant to the Amended and Restated Shared Services Agreement, dated March 6, 2015, by and between Issuer and SP Holdings (the "Shared Services **(1)** Agreement"), and a concurrent distribution by SP Holdings of all 210,978 Issuer common units to its sole member, SP Capital Holdings, LLC ("SP Capital"), for no consideration.
- Concurrently with such aforementioned distributions, SP Capital distributed (i) 195,155 common units to its members on a pro **(2)** rata basis and for no consideration (including the 50,740 common units distributed to Reporting Person) and (ii) the remaining

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15,823 common units to one individual, cumulatively resulting in exempt distributions under Rule 16a-9 and/or Rule 16a-13 of 210,978 Issuer common units to SP Capital, 195,155 common units to the members of SP Capital (including Reporting Person) and 15,823 common units to one individual.

- These Issuer common units were owned directly by SP Holdings. SP Holdings is owned and controlled by its sole member, SP Capital. SP Capital is managed by Reporting Person and other members of the Sanchez family. Reporting Person may be deemed to share voting and dispositive power over the securities controlled by SP Capital. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- These securities are owned directly by Sanchez Oil Gas Corporation ("SOG"). SOG is managed by Reporting Person and other members of the Sanchez family. Reporting Person shares voting and dispositive power over the securities controlled by SOG.

  (4) Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.