

American Midstream Partners, LP
 Form 4
 November 14, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 High Point Infrastructure Partners, LLC

(Last) (First) (Middle)

C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200 CLARENDON STREET 55TH FLOOR

(Street)

BOSTON, MA 02117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 American Midstream Partners, LP [AMID]

3. Date of Earliest Transaction (Month/Day/Year)
 08/09/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | Price |
| | | | Code | V | | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Subordinated Units | <u>(1)</u> | 08/09/2013 | | <u>D</u> ⁽¹⁾ | 4,526,066 | <u>(1)</u> <u>(1)</u> | Common Units |
| Series A Convertible Preferred Units | <u>(2)</u> | 08/14/2013 | | <u>J</u> ⁽²⁾ | 61,359 | <u>(2)</u> <u>(2)</u> | Common Units |
| Series A Convertible Preferred Units | <u>(2)</u> | 11/14/2013 | | <u>J</u> ⁽²⁾ | 74,356 | <u>(2)</u> <u>(2)</u> | Common Units |
| Series A Convertible Preferred Units | <u>(2)</u> | 02/14/2014 | | <u>J</u> ⁽²⁾ | 75,408 | <u>(2)</u> <u>(2)</u> | Common Units |
| Series A Convertible Preferred Units | <u>(2)</u> | 05/14/2014 | | <u>J</u> ⁽²⁾ | 76,485 | <u>(2)</u> <u>(2)</u> | Common Units |
| Series A Convertible Preferred Units | <u>(2)</u> | 08/14/2014 | | <u>J</u> ⁽²⁾ | 155,156 | <u>(2)</u> <u>(2)</u> | Common Units |
| Series A Convertible Preferred Units | <u>(2)</u> | 11/14/2014 | | <u>J</u> ⁽²⁾ | 159,589 | <u>(2)</u> <u>(2)</u> | Common Units |
| Series B Convertible Preferred Units | <u>(4)</u> | 01/31/2014 | | <u>A</u> ⁽⁴⁾ | 1,168,225 | <u>(4)</u> <u>(4)</u> | Common Units |
| Series B Convertible Preferred Units | <u>(4)</u> | 02/14/2014 | | <u>J</u> ⁽⁴⁾ | 20,585 | <u>(4)</u> <u>(4)</u> | Common Units |
| Series B Convertible Preferred Units | <u>(4)</u> | 05/14/2014 | | <u>J</u> ⁽⁴⁾ | 21,411 | <u>(4)</u> <u>(4)</u> | Common Units |

| | | | | | | | |
|---|-----|------------|------|--------|-----|-----|-----------------|
| Series B Convertible Preferred Units | (4) | 08/14/2014 | J(4) | 21,796 | (4) | (4) | Common Units |
| Series B Convertible Preferred Units | (4) | 11/14/2014 | J(4) | 22,669 | (4) | (4) | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| American Midstream GP, LLC ATTENTION: WILLIAM B. MATHEWS 1400 16TH STREET, SUITE 310 DENVER, CO 80202 | X | X | | |
| ArcLight Capital Holdings, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ArcLight Capital Partners, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| ARCLIGHT ENERGY PARTNERS FUND V, L.P. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |
| Revers Daniel R C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | X | X | | |

Signatures

/s/ Daniel R. Revers, HIGH POINT INFRASTRUCTURE PARTNERS, LLC, By: Daniel R. Revers, President

11/14/2014

__Signature of Reporting Person

Date

/s/ William Mathews, AMERICAN MIDSTREAM GP, LLC, By: William Mathews, Vice President, General Counsel and Secretary

11/14/2014

__Signature of Reporting Person

Date

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| | |
|---|------------|
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL HOLDINGS, LLC, By: Daniel R. Revers, Managing Partner | 11/14/2014 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT CAPITAL PARTNERS, LLC, By: Daniel R. Revers, Managing Partner | 11/14/2014 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT PEF GP V, LLC, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner | 11/14/2014 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, ARCLIGHT ENERGY PARTNERS FUND V, L.P., By: ArcLight PEF GP V, LLC, its General Partner, By: ArcLight Capital Holdings, LLC, its Manager, By: Daniel R. Revers, Managing Partner | 11/14/2014 |
| __Signature of Reporting Person | Date |
| /s/ Daniel R. Revers, Daniel R. Revers | 11/14/2014 |
| __Signature of Reporting Person | 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).
- (1) Pursuant to an equity restructuring agreement among the Issuer, High Point Infrastructure Partners, LLC ("HPIP") and American Midstream GP, LLC (the "General Partner"), subordinated units representing limited partner interests (the "Subordinated Units") held directly by HPIP and certain incentive distribution rights (the "Original IDRs") held directly by the General Partner (which is controlled by HPIP) were combined into and restructured as a new class of incentive distribution rights (the "New IDRs"). As of the date hereof, the General Partner holds 100% of the New IDRs which represent non-voting limited partner interests payable in cash only. Upon the issuance of the New IDRs, the Subordinated Units and Original IDRs were cancelled.
 - (2) Represents Series A Convertible Preferred Units (the "Series A Units") held directly by HPIP received on a quarterly basis as payment-in-kind in lieu of cash distributions on the Series A Units owned on the distribution record date. The Series A Units have no expiration date and are convertible in whole or in part on a one-for-one basis into common units of the Issuer ("Common Units") at any time after January 1, 2014.
 - (3) Represents the aggregate number of Series A Units held after the acquisition of Series A Units reported in Column 5 of this line item.
 - (4) Represents Series B Convertible Preferred Units (the "Series B Units") acquired from the Issuer and held directly by the General Partner pursuant to that certain Series B Unit Purchase Agreement entered into on January 22, 2014, as amended on January 31, 2014. The Series B Units have no expiration date and are convertible in whole or in part on a one-for-one basis into Common Units at any time after January 22, 2016 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement, at the reporting person's election.
 - (5) Represents Series B Units held directly by the General Partner received on a quarterly basis as payment-in-kind on a pro rata basis with holders of the Issuer's Common Units in lieu of cash distributions on the Series B Units owned on the distribution record date.
 - (6) Represents the aggregate number of Series B Units held after the acquisition of Series B Units reported in Column 5 of this line item.

Remarks:

ArcLight Capital Holdings, LLC ("ArcLight Holdings") is the sole manager and member of ArcLight Capital Partners, LLC ("

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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