

Shell Midstream Partners, L.P.
Form POS EX
November 23, 2015

As filed with the Securities and Exchange Commission on November 20, 2015

Registration No. 333-204906

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Shell Midstream Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

4610
(Primary Standard Industrial

46-5223743
(IRS Employer

incorporation or organization) **Classification Code Number)** **Identification Number)**
One Shell Plaza
910 Louisiana Street
Houston, Texas 77002
(713) 241-6161

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Lori M. Muratta
Vice President, General Counsel and Secretary
Shell Midstream Partners GP LLC

One Shell Plaza
910 Louisiana Street
Houston, Texas 77002
(713) 241-2973

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Hillary H. Holmes
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-204906)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-204906), as amended and supplemented, is being filed pursuant to Rule 462(d) for the sole purpose of adding a consent of independent accountants as Exhibit 23.7. As such, only the cover page, Item 16(a) of Part II, the signatures and the exhibits are included herein. No other changes are made to the Registration Statement.

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 16. Exhibits**

The following documents are filed as exhibits to this registration statement:

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed Herewith |
|---------------------------|---|----------------------------------|---------------------------|--------------------|-------------------------|---------------------------|
| | | Form | Exhibit Number | Filing Date | SEC File No. | |
| 3.1 | Amended and Restated Certificate of Limited Partnership of Shell Midstream Partners, L.P. | S-1 | 3.1 | 06/18/2014 | 333-196850 | |
| 3.2 | First Amended and Restated Agreement of Limited Partnership of Shell Midstream Partners, L.P. , dated as of November 3, 2014 | 8-K | 3.1 | 11/03/2014 | 001-36710 | |
| 3.3 | Amended and Restated Certificate of Formation of Shell Midstream Partners GP LLC | S-1 | 3.3 | 06/18/2014 | 333-196850 | |
| 3.4 | First Amended and Restated Limited Liability Company Agreement of Shell Midstream Partners GP LLC, dated as of November 3, 2014 | 8-K | 3.2 | 11/03/2014 | 001-36710 | |
| 5.1 | Opinion of Baker Botts L.L.P. as to the legality of the securities being registered | S-1 | 5.1 | 06/12/2015 | 333-204906 | |
| 8.1 | Opinion of Baker Botts L.L.P. relating to tax matters | S-1/A | 8.1 | 07/20/2015 | 333-204906 | |
| 10.1 | Contribution, Assignment and Assumption Agreement dated November 3, 2014 by and among Shell Pipeline Company LP, Shell Midstream Partners GP LLC, Shell Midstream Partners, L.P., Shell Midstream LP Holdings LLC, Shell Midstream Operating LLC, and Zydeco Pipeline Company LLC | 8-K | 10.1 | 11/03/2014 | 001-36710 | |
| 10.2 | Omnibus Agreement dated November 3, 2014 by and among Shell Pipeline Company LP, Shell Midstream Partners, L.P., Shell Midstream Partners GP LLC, Shell Midstream Operating LLC and, solely for the purposes of Articles 4 and 5, Shell Oil Company | 8-K | 10.2 | 11/03/2014 | 001-36710 | |
| 10.3 | Shell Midstream Partners Working Capital | 8-K | 10.3 | 11/03/2014 | 001-36710 | |

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Facility Agreement, dated as of October 31, 2014, between Shell Midstream Partners, L.P. and Shell Treasury Centre (West) Inc.

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|------|--|-----|------|------------|-----------|
| 10.4 | Shell Midstream Partners GP LLC 2014 Long-Term Incentive Plan | 8-K | 10.4 | 11/03/2014 | 001-36710 |
| 10.5 | Zydeco Voting Agreement, dated November 3, 2014, between Shell Midstream Partners, L.P. and Shell Pipeline Company LP | 8-K | 10.5 | 11/03/2014 | 001-36710 |
| 10.6 | Mars Voting Agreement, dated November 3, 2014, between Shell Midstream Partners, L.P. and Shell Pipeline Company LP | 8-K | 10.6 | 11/03/2014 | 001-36710 |
| 10.7 | Bengal Voting Agreement, dated November 3, 2014, between Shell Midstream Partners, L.P. and Shell Pipeline Company LP | 8-K | 10.7 | 11/03/2014 | 001-36710 |
| 10.8 | Purchase and Sale Agreement dated May 12, 2015 by and among Shell Pipeline Company LP, Shell Midstream Partners, L.P., and Shell Midstream Operating LLC | 8-K | 10.1 | 05/13/2015 | 001-36710 |
| 10.9 | Common Unit Purchase Agreement dated May 12, 2015 by and among Shell Midstream Partners, L.P. and the Investors named therein | 8-K | 10.2 | 05/13/2015 | 001-36710 |

| | | | | | |
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| 10.10 | Shell Midstream Partners Amended and Restated Working Capital Facility Agreement, dated as of May 12, 2015, between Shell Midstream Partners, L.P., as the Borrower, and Shell Treasury Center (West) Inc., as the Lender | 8-K | 10.3 | 05/13/2015 | 001-36710 |
| 10.11 | Contribution Agreement, dated July 1, 2015 by and among Equilon Enterprises LLC, d/b/a Shell Oil Products US, Shell Midstream Partners, L.P. and Shell Midstream Operating LLC | 8-K | 10.1 | 07/02/2015 | 001-36710 |
| 10.12 | Shell Midstream Partners 364-Day Revolving Credit Facility Agreement, dated as of June 29, 2015, between Shell Midstream Partners, L.P. and Shell Treasury Center (West) Inc. | 8-K | 10.2 | 07/02/2015 | 001-36710 |
| 21 | List of Subsidiaries | S-1/A | 21 | 09/23/2014 | 333-196850 |
| 23.1 | Consent of PricewaterhouseCoopers LLP | S-1/A | 23.1 | 07/20/2015 | 333-204906 |
| 23.2 | Consent of Baker Botts L.L.P. (included in Exhibit 5.1). | S-1 | 5.1 | 06/12/2015 | 333-204906 |
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| 23.5 | Consent of PricewaterhouseCoopers LLP | S-1/A | 23.5 | 07/20/2015 | 333-204906 |
| 23.6 | Consent of Ernst & Young LLP | S-1/A | 23.6 | 07/20/2015 | 333-204906 |
| 23.7 | Consent of PricewaterhouseCoopers LLP | | | | X |
| 24.1 | Power of Attorney (included in signature page). | S-1/A | 24.1 | 07/20/2015 | 333-204906 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on November 20, 2015.

Shell Midstream Partners, L.P.

By: Shell Midstream Partners GP LLC,

its general partner

By: /s/ Susan M. Ward

Susan M. Ward

Vice President and Chief Financial
Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and the dates indicated.

| Name | Title | Date |
|------------------------------------|--|----------------------|
| * John H. Hollowell | President and Chief Executive Officer (Principal Executive Officer) and Director Shell Midstream Partners GP LLC | November 20, 2015 |
| /s/ Susan M. Ward Susan M. Ward | Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Shell Midstream Partners GP LLC | November 20, 2015 |
| * Curtis R. Frasier | Chairman of the Board of Directors Shell Midstream Partners GP LLC | November 20, 2015 |
| * Gerard B. Paulides | Director Shell Midstream Partners GP LLC | November 20, 2015 |
| * Paul R.A. Goodfellow | Director Shell Midstream Partners GP LLC | November 20, 2015 |
| * Rob L. Jones | Director Shell Midstream Partners GP LLC | November 20, 2015 |
| * Margaret C. Montana | Director Shell Midstream Partners GP LLC | November 20, 2015 |
| * James J. Bender | Director Shell Midstream Partners GP LLC | November 20, 2015 |
| * Carlos A. Fierro | Director Shell Midstream Partners GP LLC | November 20, 2015 |

Susan M. Ward hereby signs this Post-Effective Amendment No. 1 to the Registration Statement on behalf of the indicated person for whom she is attorney-in-fact, pursuant to powers of attorney previously included with the

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Registration Statement on Form S-1 filed on June 12, 2015 and Amendment No. 1 to the Registration Statement on Form S-1 filed on July 20, 2015 with the Securities and Exchange Commission.

*By: /s/ Susan M. Ward
Susan M. Ward

Attorney-in-Fact

EXHIBIT INDEX

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