

EnLink Midstream Partners, LP
 Form 4
 April 01, 2015

FORM 4

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

OMB APPROVAL

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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 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 *
 DEVON ENERGY CORP/DE

2. Issuer Name and Ticker or Trading Symbol
 EnLink Midstream Partners, LP
 [ENLK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 333 WEST SHERIDAN AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/06/2014

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

OKLAHOMA CITY, OK 73102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units | 05/06/2014 | | C | | 120,542,441 | A | <u>(1)</u> |
| | | | | | | | 136,957,271 <u>(2) (3)</u> |
| Common Units | 10/22/2014 | | A | | 1,016,322 | A | <u>(4)</u> |
| | | | | | | | 137,973,593 |
| Common Units | 03/30/2015 | | S | | 22,800,000 | D | \$ 24.94 |
| | | | | | | | 115,173,593 |
| Common Units | 04/01/2015 | | A | | 338,159 | A | <u>(6)</u> |
| | | | | | | | 115,511,752 |

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

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 control number.

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(9-02)

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) | 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 |
| Class B Common Units | (1) | 05/06/2014 | | C | | (1) | (1) | Common Units |
| Class D Common Units | (7) | 02/17/2015 | | A | 31,618,311 | (7) | (7) | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEVON ENERGY CORP/DE 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102 | | X | | |
| DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102 | | X | | |
| Devon Gas Corp 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102 | | X | | |

Signatures

/s/ Carla D. Brockman, Vice President Corporate Governance and Secretary of Devon Energy Corporation 04/01/2015

__Signature of Reporting Person

Date

/s/ Carla D. Brockman, Vice President and Secretary of Devon Energy Corporation (Okla.) 04/01/2015

__Signature of Reporting Person

Date

/s/ Carla D. Brockman, Vice President and Secretary of Devon Gas Corporation

04/01/2015

__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) Each Class B Common Unit automatically converted into one common unit ("Common Unit") representing limited partner interests in the Issuer on the first business day following the record date for distribution payments with respect to the distribution of the quarter ended March 31, 2014 and had no expiration date.
- 86,790,558 of these Common Units are owned directly by Devon Gas Services, L.P. ("Devon Gas Services"), 33,751,883 were owned directly by Southwestern Gas Pipeline, L.L.C. ("Southwestern Gas") and 16,414,830 are owned directly by EnLink Midstream, Inc. (formerly known as Crosstex Energy, Inc.) ("EMI"). Both Devon Gas Services and Southwestern Gas are indirect wholly owned subsidiaries of Devon Energy Corporation ("Devon"). Devon is a public company and owns 100% of the outstanding common stock of Devon Energy Corporation (Oklahoma) ("Devon OK"). Devon OK owns 100% of the outstanding common stock of Devon Gas Corporation ("Devon Gas"). Devon Gas owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc. ("Devon Gas Operating"), the general partner of Devon Gas Services. Devon Gas also owns 100% of the outstanding limited liability company interests of Southwestern Gas.
- (2) (Continued From Footnote 2) Due to these ownership interests, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Devon Gas Services and Southwestern Gas. Additionally, as the owner of 70.33% 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 EMI, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI. Each of Devon, Devon OK and Devon Gas disclaim beneficial ownership of the Common Units owned by EMI in excess of their pecuniary interests therein.
- (3) These Common Units were acquired by EMI pursuant to that certain Contribution and Transfer Agreement, dated as of October 22, 2014, by and among the Issuer and EMI. Due to the relationships addressed in footnotes (2) and (3), Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI.
- (4) Southwestern Gas sold 22,800,000 Common Units to the public in an underwritten public offering on March 30, 2015. Due to the relationships addressed in footnote (2), Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the remaining Common Units owned by Southwestern Gas. Each of Devon, Devon OK and Devon Gas disclaim beneficial ownership of the Common Units owned by Southwestern Gas in excess of their pecuniary interests therein.
- (5) These Common Units were acquired by Devon Gas Services pursuant to that certain Contribution, Conveyance and Assumption Agreement, dated as of March 23, 2015, by and between Devon Gas Services and the Issuer. Due to the relationships addressed in footnote (2), Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Devon Gas Services. Each of Devon, Devon OK and Devon Gas disclaim beneficial ownership of the Common Units owned by Devon Gas Services in excess of their pecuniary interests therein.
- (6) Each Class D Common Unit will automatically convert into one Common Unit in the Issuer 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 March 31, 2015 and has no expiration date.
- (7) The Class D Common Units were acquired by Acacia Natural Gas Corp I, Inc. ("Acacia") pursuant to that certain Contribution and Transfer Agreement, dated as of February 17, 2015, by and among Acacia and the Issuer.
- (8) As the owner of 70.33% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Acacia. Each of Devon, Devon OK and Devon Gas disclaim beneficial ownership of the Common Units owned by Acacia in excess of their pecuniary interests therein.
- (9)

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 re

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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