

EnLink Midstream, LLC  
Form 8-K  
November 12, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **November 6, 2014**

**ENLINK MIDSTREAM, LLC**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-36336**  
(Commission File  
Number)

**46-4108528**  
(I.R.S. Employer Identification No.)

**2501 CEDAR SPRINGS RD.**

**DALLAS, TEXAS**  
(Address of Principal Executive Offices)

**75201**  
(Zip Code)

Registrant's telephone number, including area code: **(214) 953-9500**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

EnLink Midstream, LLC (the Registrant ) indirectly owns the general partner interest, the incentive distribution rights and a portion of the limited partner interests in EnLink Midstream Partners, LP (the Partnership ).

***Underwriting Agreement***

On November 6, 2014, the Partnership entered into an underwriting agreement (the Underwriting Agreement ) with Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and RBS Securities Inc., as representatives of the several underwriters named therein (collectively, the Underwriters ), with respect to the issuance and sale in an underwritten public offering (the Offering ) by the Partnership of \$400 million aggregate principal amount of senior notes (the Notes ), consisting of \$100.0 million aggregate principal amount of its 4.400% senior notes due 2024 (the 2024 Notes ) and \$300.0 million aggregate principal amount of its 5.050% senior notes due 2045 (the 2045 Notes ), at prices to the public of 104.007% (plus accrued and unpaid interest from October 1, 2014) and 99.452%, respectively, of their face value.

The Offering was registered under the Securities Act of 1933, as amended (the Securities Act ), pursuant to a shelf registration statement on Form S-3 (File No. 333-194465) (the Registration Statement ), which became effective automatically upon filing with the Securities and Exchange Commission (the Commission ) on March 10, 2014. The closing of the Offering occurred on November 12, 2014.

In the Underwriting Agreement, the Partnership agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The foregoing description is qualified in its entirety by reference to the text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K (this Current Report ) and incorporated herein by reference.

***Issuance of the 2024 Notes and the 2045 Notes***

On November 12, 2014, the Partnership issued \$400 million aggregate principal amount of the Notes, consisting of (i) \$100.0 million aggregate principal amount of the 2024 Notes, which were issued as additional 2024 Notes under an Indenture, dated as of March 19, 2014 (the Base Indenture ), between the Partnership and Wells Fargo Bank, National Association, as trustee (the Trustee ), as amended and supplemented by the First Supplemental Indenture thereto, dated as of March 19, 2014 (the First Supplemental Indenture ), between the Partnership and the Trustee, and (ii) \$300.0 million aggregate principal amount of the 2045 Notes, which were issued under the Base Indenture, as amended and supplemented by the Second Supplemental Indenture thereto, dated as of November 12, 2014 (the Second Supplemental Indenture ), between the Partnership and the Trustee. Interest on the Notes is payable on April 1 and October 1 of each year, beginning April 1, 2015. The 2024 Notes mature on April 1, 2024 and the 2045 Notes mature on April 1, 2045.

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The terms of the Notes, the Base Indenture, the First Supplemental Indenture and the Second Supplemental Indenture are further described in the Prospectus Supplement dated November 6, 2014 relating to the Notes, filed with the Commission on November 7, 2014, and the accompanying Prospectus dated March 10, 2014, under the captions Description of Notes and Description of the Debt Securities, respectively. The foregoing descriptions do not purport to be complete and are qualified by reference to the Base Indenture, the First Supplemental Indenture and the Second Supplemental Indenture, which are filed as Exhibits 4.1, 4.2 and 4.3, respectively, to this Current Report and are incorporated herein by reference.

### **Item 7.01. Regulation FD Disclosure.**

On November 6, 2014, the Partnership issued a press release announcing its intention to commence the Offering. Also on November 6, 2014, the Partnership issued a press release announcing the pricing of the Notes to be issued and sold pursuant to the Offering. Copies of the press releases are furnished as Exhibits 99.1 and 99.2 to this Current Report.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in Exhibits 99.1 and 99.2 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

In accordance with General Instruction B.2 of Form 8-K, the information set forth in Exhibits 99.1 and 99.2 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
1.1	Underwriting Agreement, dated as of November 6, 2014, by and among EnLink Midstream Partners, LP and Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and RBS Securities Inc., as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated November 6, 2014, filed with the Commission on November 12, 2014).
4.1	Indenture, dated as of March 19, 2014, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated March 19, 2014, filed with the Commission on March 21, 2014).
4.2	First Supplemental Indenture, dated as of March 19, 2014, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.3 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated March 19, 2014, filed with the Commission on March 21, 2014).
4.3	Second Supplemental Indenture, dated as of November 12, 2014, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.3 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated November 6, 2014, filed with the Commission on November 12, 2014).
99.1	Press release dated November 6, 2014 (incorporated by reference to Exhibit 99.1 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated November 6, 2014, filed with the Commission on November 12, 2014).
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENLINK MIDSTREAM, LLC

By: EnLink Midstream Manager, LLC,  
its Managing Member

Date: November 12, 2014

By: /s/ Michael J. Garberding  
Michael J. Garberding  
Executive Vice President and  
Chief Financial Officer

**INDEX TO EXHIBITS**

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