

American Midstream Partners, LP
Form SC 13D/A
October 12, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 20)*

American Midstream Partners, LP
(Name of Issuer)
Common Units Representing Limited Partner Interests
(Title of class of securities)
02752P 100
(CUSIP number)

Christine Miller
Magnolia Infrastructure Partners, LLC
c/o ArcLight Capital Partners
200 Clarendon Street, 55th Floor
Boston, MA 02117
(617) 531-6338

(Name, address and telephone number of person authorized to receive notices and communications)

October 2, 2017

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box:

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

13,721,405 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

13,721,405 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

13,721,405 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

21.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 63,512,662 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding and (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Magnolia Infrastructure Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

32,400,677 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

32,400,677 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

32,400,677 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

44.7% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held directly by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

High Point Infrastructure Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

9,577,433 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

9,577,433 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,577,433 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

15.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units) and 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, taking into account the transactions discussed in Item 3.

Note 2: Based on 59,987,611 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017 and (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

AMID GP Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

32,400,677 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

32,400,677 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

32,400,677 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

44.7% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held directly by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

American Midstream GP, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

Reporting 1,349,609 (See Note 1)
9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

1,349,609 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

1,349,609 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

2.6% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 Common Units held by American Midstream GP, LLC, the Issuer's general partner.

Note 2: Based on 51,759,787 Common Units outstanding as of August 3, 2017.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Energy Partners Fund V, L.P.

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

47.8% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight PEF GP V, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

47.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Holdings, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

47.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

ArcLight Capital Partners, LLC

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

47.8% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person; S.S. or IRS Identification

Daniel R. Revers

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

WC/OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

34,656,431 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

34,656,431 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

34,656,431 (See Note 1)

12. Check box if the aggregate amount in Row 11 excludes certain shares

13. Percent of class represented by amount in Row 11

47.8% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 7,376,568 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 8,227,824 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,160,347 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,525,051 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,925,847 Common Units, 9,753,425 Common Units held by Magnolia Holdings 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, a wholly owned subsidiary of Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 72,438,509 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 51,759,787 Common Units outstanding as of August 3, 2017, (b) 8,227,824 Common Units issuable upon the conversion of Series A-1 Units outstanding, (c) 3,525,051 Common Units issuable upon the conversion of Series A-2 Units outstanding and (d) 8,925,847 Common Units issuable upon the conversion of Series C Units outstanding.

This Amendment No. 20 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015, Amendment No. 3 filed on April 3, 2015, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015, Amendment No. 6 filed on August 19, 2015, Amendment No. 7 filed on September 17, 2015, Amendment No. 8 filed on November 18, 2015, Amendment No. 9 filed on December 22, 2015, Amendment No. 10 filed on January 6, 2016, Amendment No. 11 filed on January 11, 2016, Amendment No. 12 filed on February 1, 2016, Amendment No. 13 filed on February 24, 2016, Amendment No. 14 filed on April 27, 2016, Amendment No. 15 filed on May 18, 2016, Amendment No. 16 filed on November 3, 2016, Amendment No. 17 filed on December 6, 2016, Amendment No. 18 filed on March 8, 2017 and Amendment No. 19 filed on August 18, 2017 (as amended, this Schedule 13D), filed with respect to the common units representing limited partner interests (Common Units) of American Midstream Partners, LP (the Issuer). Amendment No. 20 is being filed to report the disposition of certain securities of the Issuer by the reporting persons.

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented with respect to the disposition of securities reported hereby as follows:

On October 2, 2017, pursuant to the terms of the Fifth Amended and Restated Agreement of Limited Partnership, as amended (the Partnership Agreement), of American Midstream Partners, LP (AMID), AMID exercised its call right to repurchase all of the 2,333,333 outstanding Series D Convertible Preferred Units representing limited partner interests in AMID (Series D Units) from Magnolia Infrastructure Holdings, LLC for approximately \$37.0 million in cash. After the closing date of such redemption, which occurred on October 2, 2017, no Series D Units remain outstanding.

The foregoing is a summary only and the terms and conditions of the Partnership Agreement are qualified in their entirety by reference to the Partnership Agreement, which are incorporated by reference into this Schedule 13D as set forth in Item 7 wherever such references and descriptions appear.

ITEM 4. Purpose of Transaction.

The information set forth or incorporated in Item 3 is incorporated herein by reference.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is hereby amended as follows:

(a)-(c) The information contained on the cover pages to this Amendment No. 20 to Schedule 13D and the information set forth and incorporated by reference in Item 3 are incorporated herein by reference.

ITEM 7. Material to be Filed as Exhibits.

See the Exhibit Index following the signature pages hereto.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 11, 2017

AMERICAN MIDSTREAM GP, LLC

/s/ Eric T. Kalamaras
Eric T. Kalamaras
Senior Vice President and Chief Financial
Officer

HIGH POINT INFRASTRUCTURE
PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE
PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE
HOLDINGS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, President

ARCLIGHT ENERGY PARTNERS FUND V,
L.P.

By: ArcLight PEF GP V, LLC, its General
Partner

By: ArcLight Capital Holdings, LLC, its
Manager

By: ACHP II, L.P., its Managing Member

By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers
Daniel R. Revers, Manager

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC, its
Manager

By: ACHP II, L.P., its Managing Member

By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers

Daniel R. Revers, Manager

ARCLIGHT CAPITAL HOLDINGS, LLC
By: ACHP II, L.P., its Managing Member
By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers
Daniel R. Revers, Manager

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers
Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers
Daniel R. Revers

EXHIBIT INDEX

Exhibit Number	Description
1.	Joint Filing Agreement (incorporated by reference to Exhibit 1 of Amendment No. 19 to Schedule 13D filed by the reporting persons on August 18, 2017).
2.	Fifth Amended and Restated Agreement of Limited Partnership of American Midstream Partners, LP (the <u>Issuer</u>), dated as of April 25, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on April 29, 2016), as amended by Amendment No. 1, effective as of May 1, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on June 22, 2016), Amendment No. 2, effective as of October 31, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on November 4, 2016), Amendment No. 3, effective as of March 8, 2017 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on March 8, 2017), Amendment No. 4, dated May 25, 2017 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on May 31, 2017), Amendment No. 5 , dated July 14, 2017 and effective as of June 30, 2017 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on July 14, 2017) and Amendment No. 6, dated September 7, 2017 and effective August 31, 2017 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer on September 17, 2017).