

American Midstream Partners, LP
Form 8-K
December 14, 2018

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): **December 10, 2018**

AMERICAN MIDSTREAM PARTNERS, LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

2103 CityWest Blvd., Bldg. 4, Suite 800

001-35257
(Commission
File No.)

27-0855785
(IRS Employer
Identification No.)

77042

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Houston, Texas
(Address of principal executive offices) **(Zip Code)**
(346) 241-3400

(Registrant's telephone number, including area code)

Not Applicable

(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:

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities.

On December 10, 2018, pursuant to the existing earnout provision of that certain Agreement and Plan of Merger with AL Blackwater, LLC (AL Blackwater) and Blackwater Merger Sub, LLC, dated December 10, 2013, American Midstream Partners, LP (the Partnership) issued 810,517 common units representing limited partner interests in the Partnership to Magnolia Infrastructure Holdings, LLC, an affiliate of AL Blackwater and ArcLight Capital Partners, LLC. The issuance of the common units was completed in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(a)(2) thereof for transactions by an issuer not involving a public offering.

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.

AMERICAN MIDSTREAM PARTNERS, LP

**By: AMERICAN MIDSTREAM GP, LLC
its General Partner**

By: /s/ Eric Kalamaras
Name: Eric Kalamaras
Title: Senior Vice President and Chief Financial
Officer

December 14, 2018