

Rupe Ryan K  
Form 4  
February 27, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Rupe Ryan K

2. Issuer Name and Ticker or Trading Symbol  
American Midstream Partners, LP  
[AMID]

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

(Last) (First) (Middle)  
2103 CITYWEST  
BLVD., BUILDING 4, SUITE 800  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2019

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

HOUSTON, TX 77042

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 Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Units (limited partner interests) | 02/25/2019                           |  | M                              | 2,565   | A   | \$ 0<br>(1)  | 28,712                            | D |
| Common Units (limited partner interests) | 02/25/2019                           |  | F                              | 761 (2)   | D   | \$ 3.94  | 27,951                            | D |
|  | 02/26/2019                           |  | M                              | 8,873   | A   |  | 36,824                            | D |

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|  |            |   |                     |   |                    |        |   |
|--|------------|---|---------------------|---|--------------------|--------|---|
| Common<br>Units<br>(limited<br>partner<br>interests) |            |   |                     |   | \$ 0<br><u>(1)</u> |        |   |
| Common<br>Units<br>(limited<br>partner<br>interests) | 02/26/2019 | F | 2,631<br><u>(2)</u> | D | \$<br>3.99         | 34,193 | D |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Security (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Phantom units                              | <u>(3)</u>   | 02/25/2019                           |  | M                              | 2,565   | <u>(4)</u>   | <u>(5)</u>  | Common Units (limited partner interests)         | 2,565                      |
| Phantom units                              | <u>(3)</u>   | 02/26/2019                           |  | M                              | 8,873   | <u>(6)</u>   | <u>(5)</u>  | Common Units (limited partner interests)         | 8,873                      |
| Phantom units                              | <u>(3)</u>   |                                      |  |                                |   | <u>(7)</u>   | <u>(5)</u>  | Common Units (limited partner interests)         | 30,000                     |
| Phantom                                    | <u>(3)</u>   |                                      |  |                                |   | <u>(8)</u>   | <u>(5)</u>  | Common   | 23,148                     |



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- (12) Represents the target number of common units that may be issued. The actual number of common units issuable upon vesting can range from 100% to 300% of this target and will be determined by multiplying the target award by the quotient of the fair market value of a common unit on the vesting date divided by \$16.50 and rounded to two significant figures. Upon vesting, the phantom units may be settled in common units of the Issuer or cash at the discretion of the Issuer.

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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