

American Midstream Partners, LP  
 Form 4  
 April 17, 2013

**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 \*  
 AIM Midstream Holdings, LLC

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)  
 950 TOWER LANE, SUITE 800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/15/2013

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

FOSTER CITY, CA 94404  
 (City) (State) (Zip)

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

**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 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)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Subordinated units representing limited partner interests	(1)	04/15/2013	J(2)	4,526,066					(1)	(1)	Common Units	4,526,066

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AIM Midstream Holdings, LLC 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404		X		
AIM Universal Holdings, LLC 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404		X		

## Signatures

AIM Midstream Holdings, LLC , By: /s/ Robert B. Hellman, Jr., Authorized Managing Member of AIM Universal Holdings, LLC, the sole manager of AIM Midstream Holdings, LLC 04/17/2013

\_\_Signature of Reporting Person Date

AIM Universal Holdings, LLC , By: /s/ Robert B. Hellman, Jr., Authorized Managing Member of AIM Universal Holdings, LLC 04/17/2013

\_\_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).
- As described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-173191) (the "Registration Statement"), each
- (1) subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement. The subordinated units have no expiration date.
  - (2) Pursuant to the Purchase Agreement by and between High Point Infrastructure Partners, LLC ("HPIP") and AIM Midstream Holdings, LLC ("AIM"), dated as of April 15, 2013, AIM transferred 4,526,066 subordinated units representing limited partner interests of American Midstream Partners, LP and 90% of the outstanding membership interests in American Midstream GP, LLC, a Delaware limited liability company, to HPIP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.