

American Midstream Partners, LP
Form SC 13D/A
December 06, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 17)*

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)

December 1, 2016

(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

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

13,078,654 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

13,078,654 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

13,078,654 (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

30.9% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common Units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 42,347,145 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016 and (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016.

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

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

24,210,347 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

24,210,347 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

24,210,347 (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

45.3% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Series C Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of Series D Units outstanding as of October 31, 2016.

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

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

9,127,462 (See Note 1)
9. Sole dispositive power

Person

With: 0
10. Shared dispositive power

9,127,462 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

9,127,462 (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

23.4% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), and 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, taking into account the transactions discussed in Item 3.

Note 2: Based on 39,014,874 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016 and (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016.

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

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

1,349,609 (See Note 1)

Reporting 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

4.3% (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 (the General Partner).

Note 2: Based on 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016.

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

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 26,466,101 (See Note 1)
9. Sole dispositive power

Person

With: 0
10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

PN

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC (Busbar), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

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

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

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC (Busbar), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

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

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

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC (Busbar), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

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

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

26,466,101 (See Note 1)
Reporting 9. Sole dispositive power

Person

With: 0
10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

OO (Limited Liability Company)

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC (Busbar), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

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

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

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

Shares

Beneficially 0

8. Shared voting power

Owned by

Each

26,466,101 (See Note 1)

Reporting 9. Sole dispositive power

Person

With: 0

10. Shared dispositive power

26,466,101 (See Note 1)

11. Aggregate amount beneficially owned by each reporting person

26,466,101 (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

49.5% (See Note 2)

14. Type of reporting person

IN

Note 1: Represents 7,075,922 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 7,777,853 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,031,542 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 3,332,271 Common Units, 8,792,205 Series C Convertible Preferred Units (Series C Units) held directly by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 8,798,360 Common Units, 2,333,333 Series D Convertible Preferred Units (Series D Units) held directly by Magnolia Holdings convertible into 2,333,333 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC (the General Partner), which is 95% owned by High Point and 5% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,255,754 Common Units held by Busbar II, LLC (Busbar), taking into account the transactions discussed in Item 3.

Note 2: Based on 53,478,838 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 31,237,021 Common Units outstanding as of November 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2016, (b) 7,777,853 Common Units issuable upon the conversion of Series A-1 Units outstanding as of November 14, 2016, (c) 3,332,271 Common Units issuable upon the conversion of Series A-2 Units outstanding as of November 14, 2016, (d) 8,798,360 Common Units issuable upon the conversion of Series C Units outstanding as of November 14, 2016 and (e) 2,333,333 Common Units issuable upon the conversion of the Series D Units outstanding as of October 31, 2016.

This Amendment No. 17 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 and Amendment No. 16 filed on November 3, 2016 (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).

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

Item 3 is hereby supplemented as follows:

On November 14, 2016, the Issuer paid quarterly in-kind distributions on (i) the Series A-1 Convertible Preferred Units held by High Point Infrastructure Partners, LLC in the amount of 109,399 Series A-1 Convertible Preferred Units, (ii) the Series A-2 Convertible Preferred Units held by Magnolia Infrastructure Partners, LLC in the amount of 46,870 Series A-2 Convertible Preferred Units and (iii) the Series C Convertible Preferred Units held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings) in the amount of 127,737 Series C Convertible Preferred Units in accordance with the terms and conditions of the Fifth Amended and Restated Agreement of Limited Partnership of the Issuer (as amended, the Partnership Agreement).

On December 1, 2016, AIM Midstream Holdings, LLC (AIM) entered into a Unit Purchase Agreement (the Purchase Agreement) with Busbar II, LLC (Busbar), pursuant to which Busbar purchased 626,304 common units of the Issuer (Common Units) at a per unit price of \$14.32. Busbar used cash on hand to purchase the Common Units.

The foregoing is a summary only and the terms and conditions of the Purchase Agreement are qualified in their entirety by reference to the Purchase Agreement, which is 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 Schedule 13D 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: December 6, 2016

AMERICAN MIDSTREAM GP, LLC

/s/ Regina Gregory
Regina Gregory, Senior Vice President,
General Counsel and Secretary

HIGH POINT INFRASTRUCTURE
PARTNERS, 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, L.P.
its General Partner

By: ArcLight Capital Holdings, LLC
its Manager

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

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC

its Manager

/s/ Daniel R. Revers

Daniel R. Revers, Managing Partner

ARCLIGHT CAPITAL HOLDINGS, LLC

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

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. 14 to Schedule 13D filed by the reporting persons on April 27, 2016)

2. Unit Purchase Agreement between AIM Midstream Holdings, LLC and Busbar II, LLC dated December 1, 2016

;color:#004964;*>***

16

(10,000)

-

10,000

20,000

30,000

40,000

50,000

60,000

Placebo

n=64

Morphine

n=62

5 mg

n=60

7.5 mg

n=91

15 mg

n=60

30 mg

n=60

60 mg

n=89

Confirmed Efficacy in Multiple Studies
Summary of Pain Intensity Differences (SPID)

*** $p < 0.001$ vs. Placebo

Dental Pain Study

$p = 0.0682$

$p = 0.0392$

Abdominal Laparoscopic Pain Study

17
0
20000
40000
60000
80000
100000
120000
140000
160000
180000
200000
-
10,000
20,000
30,000
40,000
50,000
60,000
70,000
80,000

Single 30 mg Dose Performance over 24 hrs
(Abdominal Hysterectomy
Trial

IV
Meloxicam)
Baseline Pain Level

60
18
-10
0
10
20
30
40
50
60
0
4
8
12
16
20
24

Time (Hours)
Placebo n=64
Morphine n=62
15 mg n=60
30 mg n=60
60 mg n=89

Well Tolerated
(Abdominal
Hysterectomy
Trial

IV
Meloxicam)

**Reported in

3% of Subjects in any group and greater than Placebo

Meloxicam

Placebo

n=64

Morphine

n=62

5 mg

n=60

7.5 mg

n=91

15 mg

n=60

30 mg

n=60

60 mg

n=89

Anemia

3.1

4.8

3.3

13.2

3.3

1.7

10.1

Anemia Postoperative

-

1.6

-

-

-

3.3

-

Constipation

-

4.8

5.0

1.1

1.7

-

-

Flatulence

-

4.8

1.7

1.1

3.3

-

-

Hypokalaemia

-
3.2
1.7
1.1
-
1.7
-
Insomnia
4.7
8.1
10.0
4.4
5.0
5.0
4.5
Ketonuria
7.8
9.7
6.7
9.9
15
10
10.1
Leukocytosis
-
-
1.7
-
-
3.3
-
Pyrexia
1.6
3.2
3.3
2.2
-
-
-
Sinus Tachycardia
-
-
3.3
-
-
-
1.1
Percent of Subjects Reporting an Adverse Event **
19

Next Steps for IV Meloxicam

Production of a clinical supply batch

Conduct Phase III Pivotal Study in hard and soft tissue models

Verify need for additional safety studies to meet
adequate exposures / special populations

20

Dexmedetomidine
(Dex)

Dex
Has Demonstrated Analgesia & Safety

Alpha 2 agonist (non-opioid)

Injectable
form

(Precedex)
marketed
by
Hospira
in
US
as
sedative

Multiple studies demonstrating analgesia of alpha 2 agonists

Intranasal formulation in clinical development for acute
pain

In-licensed non-IV rights from Orion

Worldwide
rights
except
Europe,
Turkey,
and
CIS

Multiple
studies
demonstrate
Dex
pain
relief
and
safe
profile

Including our completed placebo controlled trials

Expect strong IP position

Pending IP coverage could run through 2030

Expect to file 505(b)(2) NDA after completion of Ph
III
22

Dex
Efficacy and Safety in Multiple Studies
Beneficial effects
Source
Approved sedative and safe profile
NDA filing / pivotal trials -
Abbott/Hospira, Orion

Morphine sparing
NDA studies plus Literature
Analgesia by IV route
Chan, 2010; Grosu, 2010; Lin, 2009, Arain,
2010
Demonstration of pain relief (VAS)
Placebo controlled trials; L. Webster, MD
(Utah) CLBP study (Recro sponsored)
Positive PK/PD plasma levels
demonstrating analgesic potential
Clinical trials run by Recro
Relieves morphine Max
(hyperalgesia)
University of Minnesota; M. Belgrade, MD
23

Significant Advantages Over Opioids

Dex

Fast-acting Opioids

Non-opioid (Not controlled substance)

Opioid -

DEA scheduled product

No habituation effects

Addictive

Does not cause respiratory depression

Respiratory depression

Not associated with constipation,
nausea, or vomiting

Unwanted side-effects of constipation,
nausea and vomiting

Enhances morphine effectiveness
without morphine dose increase

Additive effect requires higher dose

More cognitively intact

Frequently Foggy / may be confused

Anxiolytic
properties

Not anxiolytic

Effective Analgesic

Effective Analgesic

24

Dex
Has Been Well Studied by Recro

Evaluated proprietary formulations of Dex
in 10 trials
Trial
Form

Design

Outcome

REC-14-013

Dex-IN

Acute pain following

bunionectomy

surgery

(n=168)

Statistically significant difference of

SPID48 between 50 mcg of Dex-IN vs.

placebo (p=0.0214)

REC-13-012

Dex-IN

Acute pain following

bunionectomy

surgery

(n=85 evaluable)

Within subset of patients (n=42), with

baseline pain intensity of 6 or below,

there was a trend towards analgesia in 50

mcg and reduced opioid use vs placebo

REC-11-010

Dex-IN

Chronic lower back pain

POC study (n=24)

Statistically significant pain relief within

30 minutes demonstrated in placebo

controlled

trial

single

use

device

REC-09-003

Dex-SL

Chronic lower back pain

POC study (n=21)

Statistically significant reduction in pain

intensity demonstrated in placebo

controlled trial

25

Dex-IN Study REC-14-013
(US placebo controlled trial)

Phase II bunionectomy
study

Randomized, placebo controlled study

Primary
endpoint

SPID48

Oral opioid rescue therapy allowed

Post Op Day 1 dosing

50 mcg of Dex-IN or placebo every 6 hours

84 patients in each treatment group (168 in total)

Additional secondary endpoints included:

Use of opioid rescue medication

SPIDs over various time intervals

Other standard efficacy analyses

Patients followed for 7 days after initial dosing

26

Study REC-14-013
(SPID48

Primary
Endpoint)

27

Note: Last Observation Carried Forward Analysis Method

p = 0.0214

0

500

1000

2000

2500

3000

Placebo N = 84

DEX-IN 50 µg N = 84

1500

Study REC-14-013
(Subject Characteristics)
Placebo
(N=84)
DEX-IN 50 µg
(N=84)
Female, n (%)

75 (89.3)

79 (94.0)

Age, Mean

44

43.9

(range)

(46 -

70)

(46 -

69)

Discontinued Subjects, n (%)

3 (3.6)

4 (4.8)

Lack of Efficacy

3 (3.6)

3 (3.6)

Adverse Event

0

1 (1.2)**

Race, n (%)

White

56 (66.7)

59 (70.2)

Black/African American

21 (25.0)

20 (23.8)

Other

7 (8.4)

5 (6.0)

Baseline PI Score, Mean

6.7

6.4

(range)

(4 -

10)

(4 -

10)

28

**Serious Adverse Event of Hypotension

Study REC-14-013
(Adverse Events
3 in Dex-IN Group)
29

If IV fluid given and no symptoms present, BP Decrease
recorded as AE

No medication given to any patient with BP or HR change

All nasal related AEs were rated as mild, except one case of nasal congestion rated as moderate

Adverse Event

Placebo

(N=84)

DEX-IN 50 µg

(N=84)

BP Decreased

3 (3.6%)

22 (26.2%)

Nausea

14 (16.7%)

13 (15.5%)

Nasal Discomfort

2 (2.4%)

7 (8.3%)

Headache

4 (4.8%)

6 (7.1%)

Vomiting

6 (7.1%)

4 (4.8%)

Nasal Dryness

3 (3.6%)

4 (4.8%)

Nasal Congestion

1 (1.2%)

4 (4.8%)

Nasal Obstruction

2 (2.4%)

3 (3.6%)

Bradycardia

0

3 (3.6%)

Dizziness

1 (1.2%)

3 (3.6%)

Hypotension

0

3 (3.6%)

Clinical Pipeline Intellectual Property

IV/IM meloxicam

formulation

IP

through

2022

Additional IP filed could run to 2030

Dex applications for methods for treating/preventing pain
through intranasal
and
sublingual
formulations
without
significant sedation

Fado
IP in-licensed from Orion

Composition of matter

Method of administration for analgesia

Treatment and prevention of hypotension and shock

Pro-Drug

Regulatory exclusivity

505(b)(2)

3
years
(Meloxicam,
Dex-IN,
Dex-SL)

505(b)(1)

NCE,
5
years
(Fado)
30

Fadolmidine
(Fado)

Fado
Effective in Phase II for Pain Relief

Alpha 2 agonist

more potent at the alpha 2c receptor than Dex

>20 fold less potent at the alpha 1b receptor than clonidine

Fado
has demonstrated analgesia in multiple animal models

Positive
Phase
II
analgesia
study
in
bunionectomy
patients

Intrathecal route of administration

Formulation work underway for topical prototype

Potential in regional neuropathies

WW rights to all human uses except Europe, Turkey and CIS

NCE
patent
w/
expected
extension
to
2021
/
pursuing
add 1
IP
32

Corporate Overview

US Based Manufacturing Facility

34

Manufacturing & Royalty Overview
Manufacturing
facility

87,000 sq. ft. solid oral dosage manufacturing cGMP

DEA licensed

~165 employees
Service capabilities

Formulation,
process
development
and
optimization

Process scale-up

Clinical supply and validation

Commercial supply
Ritalin LA

Once
daily ADHD treatment
marketed by Novartis
Focalin
XR

ADHD treatment marketed by Novartis
Verelan
/ verapamil

CV/High blood pressure treatment
marketed by Actavis
and UCB
Zohydro
ER

Extended release hydrocodone marketed by Pernix

Launched
in 2014

Abuse deterrent form launched
35

Strong Historical Manufacturing Performance

Carve-out financials

Zohydro

ER

abuse deterrent form launched

Additional capacity for new product opportunities

Positive cashflow
expected to cover all debt service
obligations and excess cashflows
to repay loan
principal
36

*EBITDA is a non-GAAP financial metric. Please see slide 38 for additional information including a reconciliation of Net Income to EBITDA.

(in millions)

12 months ended

Dec.

31, 2014

(audited)

3 months ended

March 31, 2015

3 months ended

March 31, 2014

Revenues

\$75.2

\$19.4

\$16.6

EBITDA*

\$29.2

\$5.2

\$6.8

Company Highlights

Multiple non-opioid therapeutics in mid to late stage clinical development for acute post operative pain

IV/IM
meloxicam

Phase
III
ready

long
acting,
demonstrated efficacy in successful Ph II trials

Dex-IN

proprietary,
intranasal
therapeutic
with
recently announced positive Ph II results

Revenue and cashflow
positive manufacturing &
royalty business

Experienced management team with significant
development, regulatory and commercial experience

37

Supplemental Financial Information
Non-GAAP Reconciliation
(in millions)
12 months
ended
Dec.
31, 2014

(audited)

3 months

ended

March 31,

2015

3 months

ended

March 31,

2014

Net income

\$14.3

\$1.8

\$3.5

Income

tax expense

\$3.3

\$0.6

\$0.8

Impairment of long-lived assets

\$1.4

\$0.0

\$0.0

Depreciation and amortization

\$10.3

\$2.9

\$2.5

EBITDA

\$29.2

\$5.2

\$6.8

38

The Company defines EBITDA as earnings before interest, taxes, depreciation and amortization. The Company also presents EBITDA because it believes it is frequently used by securities analysts, investors and other interested parties as a measure of financial performance. EBITDA has limitations as an analytical tool, and when assessing the Company's operating performance, investors should not consider EBITDA in isolation, or as a substitute for net income (loss) or other consolidated income statement data prepared in accordance with U.S. GAAP.