

Marlin Midstream Partners, LP
 Form 3
 March 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Azure Midstream Holdings LLC			(Month/Day/Year)	Marlin Midstream Partners, LP [FISH]	
(Last)	(First)	(Middle)	02/27/2015		
12377 MERIT DRIVE, SUITE 300			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
DALLAS,Â TXÂ 75251			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Director by Deputization		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Edgar Filing: Marlin Midstream Partners, LP - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Call Option - Common Units (right to buy)	02/27/2015	02/27/2017	Common Units (representing limited partner interests)	387,935	\$ 17.88	I	See Footnote <u>(1)</u>
Call Option - Subordinated Units (right to buy)	02/27/2015	02/27/2017	Subordinated Units (representing limited partner interests)	1,744,909	\$ 17.88	I	See Footnote <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Azure Midstream Holdings LLC 12377 MERIT DRIVE, SUITE 300 DALLAS, TX 75251	Â	Â	Â	Director by Deputization
Azure Midstream Energy LLC 12377 MERIT DRIVE, SUITE 300 DALLAS, TX 75251	Â	Â	Â	Director by Deputization

Signatures

/s/ Eric T. Kalamaras, Chief Financial Officer
03/09/2015
**Signature of Reporting Person Date

/s/ Eric T. Kalamaras, Chief Financial Officer
03/09/2015
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Azure Midstream Holdings LLC ("Holdings") is the sole owner of Azure Midstream Energy LLC ("Azure"), which is the sole member of Marlin Midstream GP, LLC, the general partner of the Issuer (the "General Partner"). Pursuant to that certain Option Agreement, dated February 27, 2015, between Azure and NuDevco Midstream Development, LLC ("NuDevco"), Azure has the option to acquire from NuDevco 387,935 common units of the Issuer and 1,744,909 subordinated units of the Issuer (or, if such subordinated units have been converted in to common units of the Issuer, then an equivalent number of common units).

Â

Remarks:

Azure has the right to appoint all of the directors of the General Partner. Therefore, each of Azure
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Edgar Filing: Marlin Midstream Partners, LP - Form 3

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.