

American Midstream Partners, LP

Form 4

February 22, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Energy Spectrum Securities Corp

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)

5956 SHERRY LN STE 900,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

DALLAS, TX 75225

(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
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Units	02/16/2016		J		877,273 (3)	D \$ 0	5,353,915 I	See footnote. (1)
Common Units	02/16/2016		J		200,027 (3) (4)	D \$ 0	39,700 (5) I	See footnote. (2)

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

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SEC 1474
(9-02)

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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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Spectrum Securities Corp 5956 SHERRY LN STE 900 DALLAS, TX 75225		X		
Energy Spectrum VI LLC 5956 SHERRY LANE, SUITE 900 DALLAS, TX 75225		X		
Energy Spectrum Capital VI LP 5956 SHERRY LANE, SUITE 900 DALLAS, TX 75225		X		
Energy Spectrum Partners VI LP 5956 SHERRY LANE SUITE 900 DALLAS, TX 75225		X		

Signatures

James P. Benson	02/22/2016
**Signature of Reporting Person	Date
James P. Benson	02/22/2016
**Signature of Reporting Person	Date
James P. Benson	02/22/2016
**Signature of Reporting Person	Date
James P. Benson	02/22/2016

**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).

Energy Spectrum Securities Corporation ("ESSC") owns 100% of the issued and outstanding membership interest of Energy Spectrum VI, LLC, a Texas limited liability company ("ESLLC"), which serves as the general partner of Energy Spectrum Capital VI LP, a Delaware limited partnership ("ESCLP"), which serves as the general partner of Energy Spectrum Partners VI LP, a Delaware limited partnership ("ESP" and together with ESSC, ESLLC, and ESCLP, the "Energy Spectrum Entities"). ESP is the record holder of the Common Units of the Issuer reported in this line on this Form 4 and has a direct pecuniary interest in the Units. ESSC, ESLLC, and ESCLP beneficially own the Units for the purposes of Section 13(d) of the Exchange Act and have an indirect pecuniary interest in the Units.

The Common Units of the Issuer reported in this line are held of record by Costar Midstream Energy, LLC, a Texas limited liability company ("CME"). Prior to the execution of that certain Settlement and Mutual Release Agreement, dated as of February 12, 2016 (the "Settlement Agreement"), by and between CME, ESP, and the Issuer, the Energy Spectrum Entities had an indirect pecuniary interest in the Units reported in this line by virtue of controlling their allocation and distribution between ESP and CME upon their release from an escrow account. As of the date hereof, James P. Benson is an officer or director of each of the Energy Spectrum Entities, and is the sole manager of CME. As such, each of the Energy Spectrum Entities may be deemed to indirectly beneficially own the CME Units. The Energy Spectrum Entities disclaim pecuniary interest of the CME Units.

Prior to the date hereof, ESP and CME held 1,141,970 and 237,341 Units, respectively, in escrow and subject to forfeiture to satisfy claims arising from breaches of certain representations in that certain Purchase and Sale Agreement, dated as of October 13, 2014 (the "Purchase Agreement"), by and between CME, ESP, and the Issuer. ESP subsequently transferred 42,862 units, including 29,422 in escrow, to CME in connection with post-closing allocations of assets to satisfy the indemnity obligations of the parties under the Purchase Agreement. On August 4, 2015, 278,137 Units were released from escrow to ESP and 66,691 Units were released from escrow to CME. Pursuant to the terms of the Settlement Agreement, CME and ESP have agreed to release the remaining Units in escrow to the Issuer.

Prior to the date hereof, CME held 266,763 Units in escrow, consisting of the 237,341 Units initially held in escrow following the Purchase Agreement, and the 29,422 Units held in escrow that were subsequently transferred from ESP to CME. On August 4, 2015, the date of the first escrow release under the Purchase Agreement, the number of Units then held in escrow by CME was reduced from 266,273 to 200,072. As of the date hereof, CME has disposed of the remaining 200,072 Units held in escrow pursuant to the Settlement Agreement.

Pursuant to the terms of the Purchase Agreement, 661,743 Units were issued to CME, 237,341 of which were beneficially owned by the Energy Spectrum Entities. The number of Units held by CME was subsequently increased by the transfer of 42,862 Units from ESP to CME, and decreased by 454,833 Units which were distributed to the equity owners of CME. As of the date hereof, CME holds 39,700 Units.

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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