

APACHE CORP

Form 3

December 10, 2018

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

APACHE CORP

(Last) (First) (Middle)

2000 POST OAK
BOULEVARD, SUITE 100,

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/09/2018

3. Issuer Name **and** Ticker or Trading Symbol
Altus Midstream Co [ALTM]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

Class A Common Stock

7,313,028

I

See Footnote ⁽¹⁾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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrants (right to buy)	12/09/2018	11/09/2023	Class A Common Stock	3,182,140	\$ 11.5	I	See Footnote ⁽¹⁾
Class C Common Stock	05/08/2019	Â ⁽²⁾⁽³⁾	Class A Common Stock	250,000,000	\$ ⁽²⁾ ⁽³⁾	I	See Footnote ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APACHE CORP 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056	Â	Â X	Â	Â
Apache Midstream LLC 2000 POST OAK BOULEVARD SUITE 100 HOUSTON, TX 77056	Â	Â X	Â	Â

Signatures

/s/ Ben C. Rodgers, Authorized Officer of each Reporting Owner 12/10/2018

__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) The reported securities are owned directly by Apache Midstream LLC, which is a wholly owned subsidiary of Apache Corporation.

(2) In connection with the closing of the Issuer's initial business combination on November 9, 2018 (the "Closing"), the Issuer issued to Apache Midstream LLC 250,000,000 shares of the Issuer's Class C common stock, par value \$0.0001 per share ("Class C Common Stock"), and caused its subsidiary, Altus Midstream LP, to issue to Apache Midstream LLC an equal number of common units representing limited partner interests in Altus Midstream LP ("Common Units") in exchange for certain interests of Apache Midstream LLC. Common Units, when combined with an equal number of shares of Class C Common Stock, may, at the option of the holder, be redeemed for shares of the Issuer's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"),

(3) (Continued from footnote 2) on a one-for-one basis or, at Altus Midstream LP's option, redeemed for an equivalent amount of cash, at any time after the date that is 180 days after the Closing. Upon redemption, shares of Class C Common Stock will be cancelled. Shares of Class C Common Stock have no expiration date.

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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