

American Midstream Partners, LP  
Form 8-K  
October 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (date of earliest event reported): **October 13, 2015**

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**AMERICAN MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35257**  
(Commission  
File No.)

**27-0855785**  
(IRS Employer  
Identification No.)

**1400 16th Street, Suite 310**  
**Denver, Colorado**

**80202**

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(Address of principal executive offices)

(Zip Code)

**(720) 457-6060**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 13, 2015, American Midstream Partners, LP (the Partnership), American Midstream GP, LLC, and American Midstream, LLC (collectively, the AMID Parties) entered into an ATM Equity Offering<sup>SM</sup> Sales Agreement (the Sales Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and SunTrust Robinson Humphrey, Inc. (each, a Sales Agent and collectively, the Sales Agents). Pursuant to the Sales Agreement, the Partnership may issue and sell from time to time through the Sales Agents common units representing limited partner interests in the Partnership (the Common Units) having an aggregate offering price of up to \$100,000,000. Under the terms of the Sales Agreement, the Partnership may also sell Common Units from time to time to any Sales Agent as principal for its own account at a price to be agreed upon at the time of sale. Any sale of Common Units to a Sales Agent as principal would be pursuant to the terms of a separate terms agreement between the Partnership and such Sales Agent.

The Common Units will be issued pursuant to the Partnership's shelf registration statement on Form S-3 (Registration No. 333-201436), which was declared effective on January 26, 2015.

The Sales Agreement contains customary representations, warranties, and other terms, including an agreement by the AMID Parties to indemnify the Sales Agents against certain liabilities arising under the Securities Act of 1933, as amended, or to contribute to payments the Sales Agents may be required to make in respect of those liabilities.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full and complete terms of the Sales Agreement, which is attached to this Current Report on Form 8-K as Exhibit 1.1 and incorporated herein by reference.

The Sales Agents and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking, and investment banking services for the Partnership and its affiliates, for which they received or will receive customary fees and expense reimbursement. Affiliates of the Sales Agents are lenders under the Partnership's revolving credit facility, and may, in the future, hold the Partnership's commercial paper. To the extent the Partnership uses proceeds from this offering to repay indebtedness under its revolving credit facility or commercial paper program, such affiliates may receive a portion of the proceeds from this offering.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1                   | ATM Equity Offering <sup>SM</sup> Sales Agreement dated October 13, 2015 among Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Robinson Humphrey, Inc., American Midstream Partners, LP, American Midstream GP, LLC and American Midstream, LLC |
| 5.1                   | Opinion of Holland & Hart LLP  |

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- 8.1 Opinion of Holland & Hart LLP
- 23.1 Consent of Holland & Hart LLP (included in Exhibit 5.1)
- 23.2 Consent of Holland & Hart LLP (included in Exhibit 8.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN MIDSTREAM PARTNERS, LP**

By: **AMERICAN MIDSTREAM GP, LLC**  
**its General Partner**

By: /s/ Daniel C. Campbell  
Name: Daniel C. Campbell  
Title: Senior Vice President and Chief Financial Officer

October 14, 2015

**EXHIBITS INDEX**

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