

American Midstream Partners, LP  
Form 8-K  
December 14, 2018

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

**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): **December 10, 2018**

**AMERICAN MIDSTREAM PARTNERS, LP**  
**(Exact name of registrant as specified in its charter)**

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

**2103 CityWest Blvd., Bldg. 4, Suite 800**

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

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

**77042**

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**Houston, Texas**  
**(Address of principal executive offices)** **(Zip Code)**  
**(346) 241-3400**

**(Registrant's telephone number, including area code)**

**Not Applicable**

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

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 the 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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.02 Unregistered Sales of Equity Securities.**

On December 10, 2018, pursuant to the existing earnout provision of that certain Agreement and Plan of Merger with AL Blackwater, LLC ( AL Blackwater ) and Blackwater Merger Sub, LLC, dated December 10, 2013, American Midstream Partners, LP (the Partnership ) issued 810,517 common units representing limited partner interests in the Partnership to Magnolia Infrastructure Holdings, LLC, an affiliate of AL Blackwater and ArcLight Capital Partners, LLC. The issuance of the common units was completed in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(a)(2) thereof for transactions by an issuer not involving a public offering.

**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/ Eric Kalamaras  
Name: Eric Kalamaras  
Title: Senior Vice President and Chief Financial  
Officer

December 14, 2018