

American Midstream Partners, LP  
Form 8-A12B/A  
February 04, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-A/A  
(Amendment No. 2)  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
American Midstream Partners, LP  
(Exact name of registrant as specified in its charter)

Delaware 27-0855785  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

1614 15th Street, Suite 300  
Denver, CO 80202  
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered          | Name of each exchange on which<br>each class is to be registered |
|---|--|
| Common Units Representing Limited Partner Interests | The New York Stock Exchange                                      |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities act registration statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

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Explanatory Note

This Amendment No. 2 amends the registration statement on Form 8-A (File No. 001-35257) originally filed with the Securities and Exchange Commission by American Midstream Partners, LP (the “Registrant”) on July 26, 2011, as amended on November 22, 2013, in order to update the description of the Registrant’s securities contained therein.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant’s Securities to be Registered.**

A description of the common units representing limited partner interests in the Registrant is set forth under the caption “Our Cash Distribution Policy,” included in Exhibit 99.1 to the Registrant’s Form 8-K filed with the Securities and Exchange Commission on February 4, 2014 under the Securities Act of 1933, as amended (which Exhibit 99.1 replaced such caption as it appeared in the Registrant’s Registration Statement on Form S-3 (333-183818) as filed with the Securities and Exchange Commission on November 22, 2013), and will be incorporated by reference into any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

A description of the partnership agreement of the Registrant is set forth under the caption “The Partnership Agreement,” included in Exhibit 99.2 to the Registrant’s Form 8-K filed with the Securities and Exchange Commission on February 4, 2014 under the Securities Act of 1933, as amended (which Exhibit 99.2 replaced such caption as it appeared in the Registrant’s Registration Statement on Form S-3 (333-183818) as filed with the Securities and Exchange Commission on November 22, 2013), and will be incorporated by reference into any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 4, 2014

AMERICAN MIDSTREAM PARTNERS, LP

By: American Midstream GP, LLC, its general partner

/s/ Daniel C. Campbell

Name: Daniel C. Campbell

Title: Senior Vice President & Chief Financial Officer