

GOLDMAN SACHS GROUP INC

Form 4

January 29, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name **and** Ticker or Trading
Symbol
EnLink Midstream Partners, LP
[ENLK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Series B Cumulative Convertible Preferred Units	(3)	01/25/2019	J	(3)	58,728,994	(3)	(3)	(3)	Common Units		0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282		X		
WEST STREET INTERNATIONAL INFRASTRUCTURE PARTNERS III, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
WEST STREET EUROPEAN INFRASTRUCTURE PARTNERS III, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
West Street Global Infrastructure Partners III, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
Broad Street Principal Investments, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
West Street Energy Partners Offshore-B AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
West Street Energy Partners AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
West Street Energy Partners Offshore AIV-1, L.P. 200 WEST STREET		X		

NEW YORK, NY 10282

West Street Energy Partners Offshore Holding-B AIV-1, L.P.

200 WEST STREET

NEW YORK, NY 10282

X

Signatures

The Goldman Sachs Group, Inc., By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
Goldman Sachs & Co. LLC, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street International Infrastructure Partners III, L.P., By: Broad Street Infrastructure Advisors III, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street European Infrastructure Partners III, L.P., By: Broad Street Infrastructure Advisors III, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street Global Infrastructure Partners III, L.P., By: Broad Street Infrastructure Advisors III, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
Broad Street Principal Investments, L.L.C., By: Goldman Sachs & Co. LLC, its Manager, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street Energy Partners Offshore - B AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street Energy Partners AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street Energy Partners Offshore AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__Signature of Reporting Person	Date
West Street Energy Partners Offshore Holding - B AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Koscic, Attorney-in-fact	01/29/2019
__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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), West Street International Infrastructure Partners III, L.P. ("WS International"), West Street European Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS Global"), Broad Street Principal Investments, L.L.C. ("BS Principal"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Offshore B"), West Street Energy Partners AIV-1, L.P. ("WS AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore Holding - B AIV-1, L.P. ("WS Holdings B"), Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), (continued in footnote 2)

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- and Broad Street Energy Advisors AIV-1, L.L.C. ("BS Energy AIV", and together with WS International, WS European, WS Global, BS Principal, WS Offshore B, WS AIV, WS Offshore AIV, WS Holdings B and BS Infrastructure, the "GS Entities"), WSIP Egypt Holdings, LP ("WSIP") and WSEP Egypt Holdings, LP ("WSEP", and together with WSIP, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- (2)

- On January 25, 2019, EnLink Midstream Partners, LP (the "Issuer") became a wholly owned subsidiary of EnLink Midstream, LLC ("ENLC") as the result of a merger between NOLA Merger Sub, LLC, a wholly owned subsidiary of ENLC, and the Issuer (the "Merger"). In connection with the Merger, the Issuer entered into the Tenth Amended and Restated Agreement of Limited Partnership, which amended the terms of the Series B Cumulative Convertible Preferred Units (the "Series B Units") to, among other things, make the Series B Units reported herein exchangeable for common units of ENLC at a ratio of 1 to 1.15 (subject to certain adjustments). The Series B Units reported herein are no longer convertible into common units of the Issuer.
- (3)

- The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Enfield Holdings, L.P. ("Holdings"), which directly holds the Series B Preferred Units reported herein.
- (4)

- Because of the relationship by and between the GS Entities, WSIP and WSEP on the one hand and Holdings on the other hand, the GS Entities, WSIP and WSEP may have been deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose), to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings.
- (5)

- For purposes of Rule 13d-3(a) and Rule 16a-1(a) only (and not for any other applicable purpose), GS Group and Goldman Sachs may have been deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings, as (i) Goldman Sachs is an investment manager of certain of the GS Entities, (ii) Goldman Sachs is a subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities.
- (6)

- The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.
- (7)

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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