

APACHE CORP  
Form 3  
December 10, 2018

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
APACHE CORP		(Month/Day/Year)	Altus Midstream Co [ALTM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/09/2018		
2000 POST OAK BOULEVARD, SUITE 100, HOUSTON, TX 77056			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> 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 <sup>(1)</sup>

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)	4. Conversion or Exercise Price of Derivative Security	5. 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 <sup>(1)</sup>
Class C Common Stock	05/08/2019	∅ <sup>(2)(3)</sup>	Class A Common Stock	250,000,000	\$ <sup>(2)</sup> <sup>(3)</sup>	I	See Footnote <sup>(1)</sup>

## Reporting Owners

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

## 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.  
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"),  
(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
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.