

American Midstream Partners, LP  
Form SC 13D/A  
January 03, 2019

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 25)\***

**American Midstream Partners, LP**  
**(Name of Issuer)**

**Common Units Representing Limited Partner Interests**  
**(Title of Class of Securities)**

**02752P 100**  
**(CUSIP Number)**

**Christine Miller**

**Magnolia Infrastructure Partners, LLC**

**c/o ArcLight Capital Partners**  
**200 Clarendon Street, 55th Floor**

**Boston, MA 02117**

**(617) 531-6338**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 2, 2019**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box:

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

American Midstream GP, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,349,609 (See Note 1)

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

1,349,609 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,349,609 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

2.5% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 common units of the Issuer ( Common Units ) held by American Midstream GP, LLC, the Issuer's general partner.

Note 2: Based on 53,816,114 Common Units outstanding, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018 and (b) 810,517 Common Units issued to Magnolia Infrastructure Holdings, LLC on December 10, 2018.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

AMID GP Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,349,609 (See Note 1)

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

1,349,609 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,349,609 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

2.5% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 1,349,609 common units of the Issuer ( Common Units ) held by American Midstream GP, LLC, which is approximately 23% owned by AMID GP Holdings, LLC.

Note 2: Based on 53,816,114 Common Units outstanding, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018 and (b) 810,517 Common Units issued to Magnolia Infrastructure Holdings, LLC on December 10, 2018.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

High Point Infrastructure Partners, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

11,223,778 (See Note 1)

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

11,223,778 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

11,223,778 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

17.6% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 9,874,169 common units of the Issuer ( Common Units ) and 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point.

Note 2: Based on 63,690,313 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Infrastructure Holdings, LLC on December 10, 2018 and (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding.



CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

Magnolia Infrastructure Partners, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

16,073,094 (See Note 1)

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

16,073,094 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

16,073,094 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

23.7% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 9,874,169 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 4,230,395 Common Units, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point, and 618,921 Common Units held by Magnolia.

Note 2: Based on 67,920,708 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Infrastructure Holdings, LLC on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding and (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

Magnolia Infrastructure Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power  
Shares

Beneficially

Owned by 0  
8. Shared Voting Power

Each

Reporting

37,183,485 (See Note 1)  
Person 9. Sole Dispositive Power

With

0  
10. Shared Dispositive Power

37,183,485 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

37,183,485 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

47.4% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 9,874,169 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 4,230,395 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,254,580 Common Units, 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016, 10,563,942 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, and 618,921 Common Units held by Magnolia, taking into account the transactions discussed in Item 3.

Note 2: Based on 78,467,157 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Holdings on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding, (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding, (e) 9,254,580 Common Units issuable upon the conversion of Series C Units outstanding and (f) 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight Energy Partners Fund V, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power  
Shares

Beneficially  
Owned by

0  
8. Shared Voting Power

Each

Reporting

40,036,967 (See Note 1)  
Person 9. Sole Dispositive Power

With

0  
10. Shared Dispositive Power

40,036,967 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

40,036,967 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

51.0% (See Note 2)

14. Type of Reporting Person

PN

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units (Series A-1 Units) held by High Point Infrastructure Partners, LLC (High Point), convertible into 9,874,169 common units of the Issuer (Common Units), which are indirectly owned by Magnolia Infrastructure Partners, LLC (Magnolia), 3,302,158 Series A-2 Convertible Preferred Units (Series A-2 Units) held by Magnolia, convertible into 4,230,395 Common Units, 9,241,642 Series C Convertible Preferred Units (Series C Units) held by Magnolia Infrastructure Holdings, LLC (Magnolia Holdings), convertible into 9,254,580 Common Units, 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016, 10,563,942 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 78,467,157 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Holdings on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding, (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding, (e) 9,254,580 Common Units issuable upon the conversion of Series C Units outstanding and (f) 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight PEF GP V, LLC

2. Check the Appropriate Box if a Member of a Group

(a)            (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power  
Shares

Beneficially

Owned by 0  
Each 8. Shared Voting Power

Reporting

Person 40,036,967 (See Note 1)  
9. Sole Dispositive Power

With

0  
10. Shared Dispositive Power

40,036,967 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

40,036,967 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

51.0% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 9,874,169 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 4,230,395 Common Units, 9,241,642 Series C Convertible Preferred Units ( Series C Units ) held by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 9,254,580 Common Units, 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016, 10,563,942 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 78,467,157 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Holdings on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding, (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding, (e) 9,254,580 Common Units issuable upon the conversion of Series C Units outstanding and (f) 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016.



CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight Capital Holdings, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power  
Shares

Beneficially

Owned by 0  
Each 8. Shared Voting Power

Reporting

Person 40,036,967 (See Note 1)  
9. Sole Dispositive Power

With

0  
10. Shared Dispositive Power

40,036,967 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

40,036,967 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

51.0% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 9,874,169 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 4,230,395 Common Units, 9,241,642 Series C Convertible Preferred Units ( Series C Units ) held by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 9,254,580 Common Units, 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016, 10,563,942 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 78,467,157 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Holdings on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding, (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding, (e) 9,254,580 Common Units issuable upon the conversion of Series C Units outstanding and (f) 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

ArcLight Capital Partners, LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power  
Shares

Beneficially

Owned by 0  
Each 8. Shared Voting Power

Reporting

Person 40,036,967 (See Note 1)  
9. Sole Dispositive Power

With

0  
10. Shared Dispositive Power

40,036,967 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

40,036,967 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

51.0% (See Note 2)

14. Type of Reporting Person

OO (Limited Liability Company)

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 9,874,169 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 4,230,395 Common Units, 9,241,642 Series C Convertible Preferred Units ( Series C Units ) held by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 9,254,580 Common Units, 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016, 10,563,942 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 78,467,157 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Holdings on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding, (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding, (e) 9,254,580 Common Units issuable upon the conversion of Series C Units outstanding and (f) 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016.

CUSIP No. 02752P 100

SCHEDULE 13D

1. Name of Reporting Person

Daniel R. Revers

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC/OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power  
Shares

Beneficially

Owned by 0  
Each 8. Shared Voting Power

Reporting

Person 40,036,967 (See Note 1)  
9. Sole Dispositive Power

With

0  
10. Shared Dispositive Power

40,036,967 (See Note 1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

40,036,967 (See Note 1)

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

51.0% (See Note 2)

14. Type of Reporting Person

IN

Note 1: Represents 7,707,571 Series A-1 Convertible Preferred Units ( Series A-1 Units ) held by High Point Infrastructure Partners, LLC ( High Point ), convertible into 9,874,169 common units of the Issuer ( Common Units ), which are indirectly owned by Magnolia Infrastructure Partners, LLC ( Magnolia ), 3,302,158 Series A-2 Convertible Preferred Units ( Series A-2 Units ) held by Magnolia, convertible into 4,230,395 Common Units, 9,241,642 Series C Convertible Preferred Units ( Series C Units ) held by Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ), convertible into 9,254,580 Common Units, 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016, 10,563,942 Common Units held by Magnolia Holdings, 1,349,609 Common Units held by American Midstream GP, LLC, which is approximately 77% owned by High Point and approximately 23% owned by AMID GP Holdings, LLC, which is approximately 93% owned by Magnolia Holdings, 618,921 Common Units held by Magnolia and 2,853,482 Common Units held by Busbar II, LLC, taking into account the transactions discussed in Item 3.

Note 2: Based on 78,467,157 Common Units outstanding, on an as-converted basis, which equals the sum of (a) 53,005,627 Common Units outstanding as of November 6, 2018, (b) 810,517 Common Units issued to Magnolia Holdings on December 10, 2018, (c) 9,874,169 Common Units issuable upon the conversion of Series A-1 Units outstanding, (d) 4,230,395 Common Units issuable upon the conversion of Series A-2 Units outstanding, (e) 9,254,580 Common Units issuable upon the conversion of Series C Units outstanding and (f) 1,291,869 Common Units issuable upon exercise of the warrant issued to Magnolia Holdings by American Midstream Partners, LP, dated April 25, 2016.

This Amendment No. 25 to Schedule 13D amends and supplements the Statement on Schedule 13D filed on May 3, 2013, as amended by Amendment No. 1 filed on November 14, 2014, Amendment No. 2 filed on February 17, 2015, Amendment No. 3 filed on April 3, 2015, Amendment No. 4 filed on May 15, 2015, Amendment No. 5 filed on August 18, 2015, Amendment No. 6 filed on August 19, 2015, Amendment No. 7 filed on September 17, 2015, Amendment No. 8 filed on November 18, 2015, Amendment No. 9 filed on December 22, 2015, Amendment No. 10 filed on January 6, 2016, Amendment No. 11 filed on January 11, 2016, Amendment No. 12 filed on February 1, 2016, Amendment No. 13 filed on February 24, 2016, Amendment No. 14 filed on April 27, 2016, Amendment No. 15 filed on May 18, 2016, Amendment No. 16 filed on November 3, 2016, Amendment No. 17 filed on December 6, 2016, Amendment No. 18 filed on March 8, 2017, Amendment No. 19 filed on August 18, 2017, Amendment No. 20 filed on October 12, 2017, Amendment No. 21 filed on August 20, 2018, Amendment No. 22 filed on September 28, 2018, Amendment No. 23 filed on December 6, 2018 and Amendment No. 24 filed on December 11, 2018 (as amended, this Schedule 13D ), filed with respect to the common units representing limited partner interests ( Common Units ) of American Midstream Partners, LP ( the Issuer ).

**ITEM 4. Purpose of Transaction.**

Item 4 is hereby amended and supplemented by adding the following immediately after the last paragraph:

On January 2, 2019, Magnolia Infrastructure Holdings, LLC ( Magnolia Holdings ) delivered a non-binding offer revising the Offer Letter (the Revised Offer Letter ) to members of the conflicts committee of the board of directors of American Midstream GP, LLC to acquire all of the issued and outstanding publicly held Common Units of the Issuer that are not directly owned by Magnolia Holdings or any of its affiliates in exchange for \$4.50 in cash for each such Common Unit. The foregoing description of the Revised Offer Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Revised Offer Letter, which is filed as Exhibit 1 hereto and is incorporated by reference in its entirety into this Item 4.

**ITEM 7. Material to be Filed as Exhibits.**

See the Exhibit Index following the signature pages hereto.

**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2019

AMERICAN MIDSTREAM GP, LLC

By its Class A Members:

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

and

HIGH POINT INFRASTRUCTURE PARTNERS,  
LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

AMID GP HOLDINGS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

HIGH POINT INFRASTRUCTURE PARTNERS,  
LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE PARTNERS,  
LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President

MAGNOLIA INFRASTRUCTURE HOLDINGS,  
LLC

/s/ Daniel R. Revers  
Daniel R. Revers, President



ARCLIGHT ENERGY PARTNERS FUND V,  
L.P.

By: ArcLight PEF GP V, LLC, its General  
Partner

By: ArcLight Capital Holdings, LLC, its  
Manager

By: ACHP II, L.P., its Managing Member  
By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers  
Daniel R. Revers, Manager

ARCLIGHT PEF GP V, LLC

By: ArcLight Capital Holdings, LLC, its  
Manager

By: ACHP II, L.P., its Managing Member  
By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers  
Daniel R. Revers, Manager

ARCLIGHT CAPITAL HOLDINGS, LLC

By: ACHP II, L.P., its Managing Member

By: ACH GP, LLC, its General Partner

/s/ Daniel R. Revers  
Daniel R. Revers, Manager

ARCLIGHT CAPITAL PARTNERS, LLC

/s/ Daniel R. Revers  
Daniel R. Revers, Managing Partner

/s/ Daniel R. Revers  
Daniel R. Revers

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.	Offer Letter, dated January 2, 2019.