

Enable Midstream Partners, LP
Form 3
April 10, 2014

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 *
Â CENTERPOINT ENERGY
INC

(Last) (First) (Middle)

1111 LOUISIANA

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/10/2014

3. Issuer Name **and** Ticker or Trading Symbol
Enable Midstream Partners, LP [ENBL]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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 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)

Common Units Representing Limited Partner
Interests

87,803,909 (1) (2) (3)I (1) (2) (3) See Footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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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

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units Representing Limited Partner Interests	Â (4)	Â (4)	Common Units	139,704,916 (2) (3) (4)	\$ 0	I (1) (2) (3)	See Footnotes (1) (2) (3)
Right to Acquire Common Units	Â (5)(6)	Â (5)(6)	Common Units	6,347,798	\$ (5) (6)	I (5) (6)	See Footnotes (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTERPOINT ENERGY INC 1111 LOUISIANA HOUSTON, TX 77002	Â	Â X	Â	Â
CENTERPOINT ENERGY RESOURCES CORP 1111 LOUISIANA HOUSTON, TX 77002	Â	Â X	Â	Â

Signatures

CenterPoint Energy, Inc., /s/ Richard
B. Dauphin, Assistant Corporate
Secretary 04/10/2014

__Signature of Reporting Person Date

CenterPoint Energy Resources
Corp., /s/ Richard B. Dauphin,
Assistant Corporate Secretary 04/10/2014

__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).

This Form 3 is being filed jointly by CenterPoint Energy, Inc. ("CenterPoint Energy") and CenterPoint Energy Resources Corp. ("CERC") in connection with the effectiveness of the Registration Statement on Form S-1 (File No. 333-192542) (the "Registration

- (1) Statement") filed by Enable Midstream Partners, LP (the "Issuer"). CenterPoint Energy indirectly owns all of the outstanding equity interests in CERC, which is the record holder of the common units and subordinated units. CenterPoint Energy may be deemed the beneficial owner of all common and subordinated units held by CERC.

- (2) As of April 10, 2014, CenterPoint Energy, through CERC, holds 87,803,909 common units, representing a 22.5% limited partner interest in the Issuer and 139,704,916 subordinated units, representing a 35.8% interest in the Issuer, for a combined 58.3% limited partner interest in the Issuer.

- (3) (Continued from footnote 2) Also, as described in the Registration Statement, through its indirect 40% economic interest in Enable GP, LLC (the "General Partner"), CenterPoint Energy will hold 40% of the incentive distribution rights in the Issuer. Incentive distribution rights represent the right to receive an increasing percentage of quarterly distributions as set forth in the Registration Statement. In certain circumstances, if the General Partner is removed as the general partner of the Issuer, the General Partner will have the right to convert the incentive distribution rights into common units as described in the Registration Statement.

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- (4) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement.

Under the master formation agreement pursuant to which the Issuer was formed, CenterPoint Energy has certain put rights, and the Issuer has certain call rights, exercisable with respect to a 24.95% interest in Southeast Supply Header, LLC ("SESH") (which may be exercised

- (5) no earlier than May 2014) and a 0.1% interest in SESH (which may be exercised no earlier than May 2015). If CenterPoint Energy were to exercise its put rights or the Issuer were to exercise its call rights, CenterPoint Energy would contribute to the Issuer its 24.95% interest in SESH in exchange for 6,322,457 common units and its 0.1% interest in SESH in exchange for 25,341 common units.

(Continued from footnote 5) Subject to certain restrictions, if the fair market value of the contributed SESH interest is more or less than the value contemplated in the master formation agreement, a cash payment may be required to be made by either the Issuer or CenterPoint

- (6) Energy in order to ensure that the value of the total consideration paid by the Issuer equals the fair market value of the contributed SESH interest.

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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