

EnLink Midstream Partners, LP
 Form 4
 August 05, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEVON ENERGY CORP/DE

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)
333 WEST SHERIDAN AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2015

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

OKLAHOMA CITY, OK 73102
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	08/03/2015		C		36,629,888	A	<u>(1)</u>
					180,339,951	I	See Footnote <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class E Common Units	(1)	08/03/2015		C		36,629,888		(1)	(1)	Common Units	36,629,888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVON ENERGY CORP/DE 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
Devon Gas Corp 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		

Signatures

/s/ Carla D. Brockman, Vice President Corporate Governance and Secretary of Devon Energy Corporation	08/05/2015
**Signature of Reporting Person	Date
/s/ Carla D. Brockman, Vice President and Secretary of Devon Energy Corporation (Okla.)	08/05/2015
**Signature of Reporting Person	Date
/s/ Carla D. Brockman, Vice President and Secretary of Devon Gas Corporation	08/05/2015
**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) On May 27, 2015, the Issuer entered into and consummated a Contribution and Transfer Agreement with Acacia Natural Gas Corp I, Inc. ("Acacia"), pursuant to which Acacia sold a 25% limited partner interest in EnLink Midstream Holdings, LP to the Issuer in exchange for 36,629,888 Class E common units ("Class E Units") representing limited partner interests of the Issuer. Each Class E Unit automatically converted into one common unit ("Common Unit") representing limited partner interests of the Issuer on August 3, 2015, the first business day following the record date for distribution payments with respect to the distribution of the quarter ended June 30, 2015 and had no expiration date.
- (2) 87,128,717 of these Common Units are owned directly by Devon Gas Services, L.P. ("Devon Gas Services"), 7,531,883 are owned directly by Southwestern Gas Pipeline, L.L.C. ("Southwestern Gas"), 17,431,152 Common Units are owned directly by EnLink

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Midstream, Inc. (formerly known as Crosstex Energy, Inc.) ("EMI") and 68,248,199 Common Units are owned directly by Acacia. Of the 68,248,199 Common Units owned directly by Acacia, 36,629,888 Common Units converted from Class E Units as described in Footnote (1). Both Devon Gas Services and Southwestern Gas are indirect wholly owned subsidiaries of Devon Energy Corporation ("Devon"). Devon is a public company and owns 100% of the outstanding common stock of Devon Energy Corporation (Oklahoma) ("Devon OK"). Devon OK owns 100% of the outstanding common stock of Devon Gas Corporation ("Devon Gas").

- (Continued From Footnote 2) Devon Gas owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc. ("Devon Gas Operating"), the general partner of Devon Gas Services. Devon
- (3) Gas also owns 100% of the outstanding limited liability company interests of Southwestern Gas. Due to these ownership interests, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Devon Gas Services and Southwestern Gas.

- (Continued From Footnote 3) Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by Devon Gas Services and Southwestern Gas in excess of their pecuniary interests therein. Additionally, as the owner of 70.32% of the outstanding membership interest in EnLink Midstream, LLC ("EnLink Midstream") (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of EMI and Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI and Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by EMI and Acacia in excess of their pecuniary interests therein.
- (4)

Remarks:

EMI has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the re

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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