

Enfield Holdings, L.P.
 Form 3
 February 04, 2019

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 | |
| Â Enfield Holdings Advisors, Inc. | | | (Month/Day/Year) | | EnLink Midstream, LLC [ENLC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 301 COMMERCE STREET | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (Street) | | | ___ Director | | ___ Form filed by One Reporting Person | |
| FORT WORTH, Â TX Â 76102 | | | ___ Officer | | ___ Form filed by More than One Reporting Person | |
| (City) | | | (give title below) | | | |
| (State) | | | ___ 10% Owner | | | |
| (Zip) | | | ___ Other | | | |
| | | | (specify below) | | | |

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) |
|---------------------------------|---|--|---|

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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---|--------------|--------------|-----------------|------------|---------------|---|--|
| Series B Cumulative Convertible Preferred Units <u>(1)</u> <u>(2)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Units | 67,538,343 | \$ <u>(2)</u> | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
|---|--------------|--------------|-----------------|------------|---------------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Enfield Holdings Advisors, Inc. 301 COMMERCE STREET FORT WORTH, TX 76102 | Â | Â X | Â | Â |
| Enfield Holdings, L.P. 301 COMMERCE STREET FORT WORTH, TX 76102 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Michael LaGatta, Vice President, Enfield Holdings Advisors, Inc. (5) | 02/04/2019 |
| __Signature of Reporting Person | Date |
| /s/ Michael LaGatta, Vice President, Enfield Holdings Advisors, Inc., general partner of Enfield Holdings, L.P. (5) | 02/04/2019 |
| __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) Enfield Holdings Advisors, Inc. ("Enfield Holdings Advisors") is the general partner of Enfield Holdings, L.P. ("Enfield Holdings" and, together with Enfield Holdings Advisors, the "Reporting Persons"), which directly holds 58,728,994 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") of EnLink MidStream Partners, LP and 58,728,994 Class C Common Units (the "Class C Common Units") of EnLink Midstream, LLC (the "Issuer").
- (2) Pursuant to the terms of the Tenth Amended and Restated Agreement of Limited Partnership of EnLink MidStream Partners, LP, dated as of January 25, 2019, Enfield Holdings may exchange all or a portion of its Series B Preferred Units (along with a corresponding number of Class C Common Units) at any time for Common Units of the Issuer on a 1-for-1.15 basis, subject to certain adjustments. The right to exchange is not subject to an expiration date.
- (3) Affiliates of The Goldman Sachs Group, Inc. and affiliates of TPG Global, LLC own interests in Enfield Holdings Advisors and are making separate Form 3 filings.
- (4) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

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Remarks:

(5) The Reporting Persons are jointly filing this Form 3 under Exchange Act Rule 16a-3(j).

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.