

COULTER JAMES G

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 \*

TPG Advisors VII, Inc.

(Last)

(First)

(Middle)

301 COMMERCE ST., SUITE  
3300

(Street)

FORT WORTH, TX 76102

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/25/2019

3. Issuer Name and Ticker or Trading Symbol  
EnLink Midstream, LLC [ENLC]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director    ☒ 10% Owner  
\_\_\_\_ Officer    \_\_\_\_ Other  
(give title below) (specify below)

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 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)

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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)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

(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>
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Advisors VII, Inc. 301 COMMERCE ST., SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID 301 COMMERCE ST., SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
COULTER JAMES G 301 COMMERCE ST., SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â

## Signatures

/s/ Bradford Berenson, Vice President, TPG Advisors VII,  
Inc. (5) 02/04/2019

\_\_Signature of Reporting Person

Date

/s/ Bradford Berenson on behalf of David Bonderman (5)(6) 02/04/2019

\_\_Signature of Reporting Person

Date

/s/ Bradford Berenson on behalf of James G. Coulter (5)(6) 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) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Advisors VII, Inc. ("TPG Advisors VII" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which holds 100 shares of common stock, and has appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Enfield Holdings, L.P. ("Enfield Holdings"), 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) Because of the relationship between the Reporting Persons and Enfield Holdings, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Enfield Holdings.

(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 pursuant to Rule 16a-3(j) under the Exchange Act.

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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