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AZURE MIDSTREAM PARTNERS, LP

Form 4 July 06, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Bush Amanda

(First)

12377 MERIT DRIVE, SUITE 300

(Street)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

AZURE MIDSTREAM PARTNERS, LP [AZUR]

3. Date of Earliest Transaction

(Month/Day/Year)

07/05/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75251

| , | | | | | Person | | | | | | | |
|---|---|--------------------------------------|---|-----------------|--|---------|-------------|--|--|---|--|--|
| | (City) | (State) (Zip | Table I | Non-Deri | vative Sec | urities | Acqui | ired, Disposed of | , or Beneficiall | y Owned | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | |) 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 Beneficial Ownership (Instr. 4) | | |
| | Common units representing limited partner interests | 07/05/2016 <u>(1)</u> | | | Amount 5,737 | ` / | \$ 0 (3) | 60,690 | D | | | |
| | Common units representing limited partner interests | 07/05/2016 <u>(1)</u> | | F | 1,518 (4) | D | \$ 0.7 | 59,172 | D | | | |

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

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SEC 1474 (9-02)

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

| 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. Transactic Code (Instr. 8) | 5. Number out 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) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|--|--|--|--------------------|---|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Units | (3) | 07/05/2016 | | M | 5,737 | 07/01/2016 | <u>(5)</u> | Common Units | 5,737 | \$ |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bush Amanda 12377 MERIT DRIVE SUITE 300 DALLAS, TX 75251

Chief Financial Officer

Signatures

/s/ Stacy Murray, as Attorney in Fact for Amanda
Bush
07/06/2016

**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).
- Date request was made by Issuer to Issuer's transfer agent to issue common units to those grantees whose phantom units vested on July 1, 2016, pursuant to the Marlin Midstream Partners, LP 2013 Long-Term Incentive Plan.
- Represents the conversion upon vesting of phantom units into common units. On July 9, 2015, the Reporting Person was granted 17,213 phantom units of which 5,737 phantom units vested on July 1, 2016. Such phantom units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on February 5, 2016. The common units into which such phantom units converted is reported in Table I on this Form 4.

Reporting Owners 2

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- (3) Each phantom unit is the economic equivalent of one common unit (limited partner interest) and will entitle the grantee to receive one common unit or an amount of cash equal to the fair market value of a common unit upon the vesting of the phantom unit.
- The Reporting Person is reporting the withholdding by Azure Midstream Partners, LP of 1,518 common units to satisfy the Reporting

 (4) Person's tax withholding obligations in connection with the delivery of the phantom units noted in footnote 2 above to the Reporting

 Person
- (5) Phantom units do not expire.

Remarks:

The Reporting Person is the Chief Financial Officer of Azure Midstream Partners GP, LLC (the "General Partner"). The Issue 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.