

Rupe Ryan K
Form 4
February 27, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Rupe Ryan K

2. Issuer Name and Ticker or Trading Symbol
American Midstream Partners, LP
[AMID]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2103 CITYWEST
BLVD., BUILDING 4, SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2019

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

HOUSTON, TX 77042

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Units (limited partner interests) | 02/25/2019 | | M | 2,565 | A | \$ 0 (1) | 28,712 D |
| Common Units (limited partner interests) | 02/25/2019 | | F | 761 (2) | D | \$ 3.94 | 27,951 D |
| | 02/26/2019 | | M | 8,873 | A | | 36,824 D |

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| | | | | | | | |
|--|------------|---|---------------------|---|--------------------|--------|---|
| Common Units (limited partner interests) | | | | | \$ 0 <u>(1)</u> | | |
| Common Units (limited partner interests) | 02/26/2019 | F | 2,631 <u>(2)</u> | D | \$ 3.99 | 34,193 | D |

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. 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom units | <u>(3)</u> | 02/25/2019 | | M | 2,565 | <u>(4)</u> | <u>(5)</u> | Common Units (limited partner interests) | 2,565 |
| Phantom units | <u>(3)</u> | 02/26/2019 | | M | 8,873 | <u>(6)</u> | <u>(5)</u> | Common Units (limited partner interests) | 8,873 |
| Phantom units | <u>(3)</u> | | | | | <u>(7)</u> | <u>(5)</u> | Common Units (limited partner interests) | 30,000 |
| Phantom | <u>(3)</u> | | | | | <u>(8)</u> | <u>(5)</u> | Common | 23,148 |

| | | | | | | |
|---------|-------------|--|-------------|-------------|---|-----------------------|
| | units | | | | Units (limited partner interests) | |
| Phantom | <u>(3)</u> | | <u>(9)</u> | <u>(5)</u> | Common Units (limited partner interests) | 10,733 |
| units | | | | | | |
| Phantom | <u>(10)</u> | | <u>(11)</u> | <u>(11)</u> | Common Units (limited partner interests) | 55,000 <u>(12)</u> |
| units | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rupe Ryan K 2103 CITYWEST BLVD. BUILDING 4, SUITE 800 HOUSTON, TX 77042 | | | Vice President | |

Signatures

/s/ M. Dilshad Kasmani, Attorney-in-Fact for Ryan K. 02/27/2019
 Rupe

 **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) The phantom units were settled upon vesting in common units (on a one for one basis).
- (2) Phantom Units forfeited to cover taxes due upon vesting of such Phantom Units.
- (3) The phantom units are settled upon vesting in common units (on a one for one basis) or cash, at the discretion of the Issuer.
- (4) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of February 23, 2015.
- (5) The phantom units do not expire.
- (6) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of February 26, 2016.
- (7) Units vest on March 10, 2019.
- (8) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of the April 2, 2018.
- (9) Twenty-five percent (25%) of the phantom units will vest on each of the first four anniversaries of April 3, 2017.
- (10) Each phantom unit represents the right to receive between one and three common units of the Issuer upon vesting.
- (11) The phantom units will generally vest, subject to the Reporting Person's continued service through such date, on the earlier of a change in control transactions or November 20, 2022.

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- (12) Represents the target number of common units that may be issued. The actual number of common units issuable upon vesting can range from 100% to 300% of this target and will be determined by multiplying the target award by the quotient of the fair market value of a common unit on the vesting date divided by \$16.50 and rounded to two significant figures. Upon vesting, the phantom units may be settled in common units of the Issuer or cash at the discretion of the Issuer.

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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