

DEVON ENERGY CORP/DE
Form 4
July 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
07/18/2018

____ Director
____ Officer (give title below)
____ 10% Owner
__X__ Other (specify below)
See Remarks.

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
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
					(1) (2) (3) (4)		(1) (2) (3) (4)
Common Units	07/18/2018		S		183,189,051 (1) (2) (3) (4)	D	0 (3) (4)
						I	(1) (2) (3) (4) See Footnotes (1) (2) (3) (4)

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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- (Continued from Footnote 1) (b) Devon Gas Services transferred to MLP Acquiror (i) 87,128,717 common units ("Common Units")
- (2) representing limited partner interests in the Issuer and (ii) all of the outstanding limited liability company interests in the Manager and (c) Southwestern Gas transferred to MLP Acquiror 7,531,883 Common Units, for an aggregate consideration of \$3,125,000,000.

- Devon Gas Services and Southwestern Gas are each indirect wholly-owned subsidiaries of 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 limited
- (3) liability company interests of Devon Gas Co., L.L.C. ("Devon Gas Co."). Devon Gas Co. owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc., the general partner of Devon Gas Services. Devon Gas Co. also owns 100% of the outstanding limited liability company interests of Southwestern Gas.

- EnLink Midstream owns 100% of the outstanding common stock of each of EnLink Midstream, Inc. ("EMI"), the holder of 20,280,252 Common Units, and Acacia Natural Gas Corp I, Inc. ("Acacia"), the holder of 68,248,199 Common Units. As a result of the transactions
- (4) consummated by the parties to the Purchase Agreement, Devon Gas Services sold all of its interests in EnLink Midstream and the Manager, resulting in Devon Gas Services and the other reporting persons ceasing to beneficially own any Common Units held by EMI or Acacia.

Remarks:

No Longer Section 16 Reporting Person

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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