

AZURE MIDSTREAM PARTNERS, LP  
Form S-8 POS  
March 30, 2017

As filed with the Securities and Exchange Commission on March 30, 2017

Registration No. 333-190300

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

**REGISTRATION STATEMENT NO. 333-190300**

**Azure Midstream Partners, LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**46-2627595**  
(IRS Employer Identification No.)

**12377 Merit Drive, Suite 300**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75251**  
(Zip Code)

**Marlin Midstream Partners, LP 2013 Long-Term Incentive Plan**

(Full title of the plan)

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**Roy E. Bertolatus**

**General Counsel**

**Azure Midstream Partners, LP**

**12377 Merit Drive, Suite 300**

**Dallas, Texas 75251**

**(972) 674-5200**

(Name, address and telephone number, including  
area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment (the Post-Effective Amendment ) filed by Azure Midstream Partners, LP (the Partnership ), deregisters all securities remaining unsold under the Registration Statement on Form S-8 (the Registration Statement ) filed by the Partnership with the U.S. Securities and Exchange Commission (the Commission ):

- Registration Statement on Form S-8 (No. 333-190300), pertaining to the registration of 1,750,000 common units representing limited partner interests (Units ), issuable under the Marlin Midstream Partners, LP 2013 Long-Term Incentive Plan, filed with the Commission on August 1, 2013.

As previously disclosed, on January 30, 2017, Azure Midstream Partners GP, LLC, the general partner of the Partnership, the Partnership, and the Partnership's direct and indirect subsidiaries, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the Bankruptcy Court ).

In view of the Bankruptcy Court's order on March 15, 2017, approving the sale of substantially all of the assets of the debtors, and in anticipation of the approval and effectiveness pursuant to an order of the Bankruptcy Court of a plan of liquidation, the offering pursuant to the Registration Statement has been terminated. In accordance with the undertaking made by the Partnership in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Partnership hereby removes from registration all Units registered under the Registration Statement but not sold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on March 30, 2017.

AZURE MIDSTREAM PARTNERS, LP

By: Azure Midstream Partners GP, LLC, its General Partner

By: /s/ I.J. Chip Berthelot  
 Name: I.J. Chip Berthelot  
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement been signed by the following persons in the capacities indicated on the dates set forth below.

| <b>Date</b>    | <b>Signature</b>                               | <b>Title*</b>   |
|----------------|--|---|
| March 30, 2017 | /s/ I.J. Chip Berthelot<br>I.J. Chip Berthelot | President, Chief Executive Officer, and Director<br>(Principal Executive Officer)         |
| March 30, 2017 | /s/ Amanda Bush<br>Amanda Bush                 | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) |
| March 30, 2017 | /s/ James P. Benson<br>James P. Benson         | Director  |
| March 30, 2017 | /s/ Jay M. Frisbie<br>Jay M. Frisbie           | Director  |
| March 30, 2017 | /s/ Thomas R. Fuller<br>Thomas R. Fuller       | Director  |
| March 30, 2017 | /s/ James H. Lytal<br>James H. Lytal           | Director  |
| March 30, 2017 | /s/ Mark F. Mulhern<br>Mark F. Mulhern         | Director  |
| March 30, 2017 | /s/ Paul G. Smith<br>Paul G. Smith             | Director  |
| March 30, 2017 | /s/ Thomas O. Whitener<br>Thomas O. Whitener   | Director  |

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\*With Azure Midstream Partners GP, LLC, the general partner of Azure Midstream Partners, LP

