

EnLink Midstream Partners, LP
 Form 4
 November 02, 2015

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/29/2015

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

333 WEST SHERIDAN AVE.

(Street)

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

OKLAHOMA CITY, OK 73102

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	10/29/2015		P		2,849,100	A	(1)
					183,189,051	I	

See Footnotes (2) (3)

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

- (3) (continued from Footnote 2) Due to these ownership interests, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by Devon Gas Services and Southwestern Gas. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by Devon Gas Services and Southwestern Gas in excess of their pecuniary interests therein. Additionally, as the owner of 70.32% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of EMI and Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI and Acacia. Each of Devon, Devon OK and Devon Gas disclaims beneficial ownership of the Common Units owned by EMI and Acacia in excess of their pecuniary interests therein.

Remarks:

EMI has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the re

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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