

EnLink Midstream Partners, LP  
 Form 4  
 November 15, 2016

**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 \*  
**GOLDMAN SACHS GROUP INC**

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)  
 200 WEST STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/11/2016

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

NEW YORK, NY 10282

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 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)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------|
| Series B<br>Cumulative<br>Convertible<br>Preferred<br>Units | (3)                                | 11/11/2016       | J(3)       | 1,106,616  |      |   |     |     | (3)                 | (3)                | Common<br>Units | 1,106,                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC<br>200 WEST STREET<br>NEW YORK, NY 10282  |               | X         |         |       |
| GOLDMAN SACHS & CO<br>200 WEST STREET<br>NEW YORK, NY 10282   |               | X         |         |       |
| WEST STREET INTERNATIONAL INFRASTRUCTURE PARTNERS III,<br>L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282 |               | X         |         |       |
| WEST STREET EUROPEAN INFRASTRUCTURE PARTNERS III, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282         |               | X         |         |       |
| West Street Global Infrastructure Partners III, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282           |               | X         |         |       |
| Broad Street Principal Investments, L.L.C.<br>200 WEST STREET<br>NEW YORK, NY 10282                     |               | X         |         |       |
| West Street Energy Partners Offshore-B AIV-1, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282             |               | X         |         |       |
| West Street Energy Partners AIV-1, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282                        |               | X         |         |       |
| West Street Energy Partners Offshore AIV-1, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282               |               | X         |         |       |

West Street Energy Partners Offshore Holding-B AIV-1, L.P.  
 200 WEST STREET  
 NEW YORK, NY 10282

X

## Signatures

|                                       |            |
|---------------------------------------|------------|
| /s/ Yvette Kotic,<br>Attorney-in-fact | 11/15/2016 |
| __Signature of Reporting Person       | Date       |
| /s/ Yvette Kotic,<br>Attorney-in-fact | 11/15/2016 |
| __Signature of Reporting Person       | Date       |
| /s/ Yvette Kotic,<br>Attorney-in-fact | 11/15/2016 |
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| __Signature of Reporting Person       | Date       |
| /s/ Yvette Kotic,<br>Attorney-in-fact | 11/15/2016 |
| __Signature of Reporting Person       | Date       |
| /s/ Yvette Kotic,<br>Attorney-in-fact | 11/15/2016 |
| __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).
- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), West Street International Infrastructure Partners III, L.P. ("WS International"), West Street European Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS Global"), Broad Street Principal Investments, L.L.C. ("BS Principal"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Offshore B"), West Street Energy Partners AIV-1, L.P. ("WS AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore Holding - B AIV-1, L.P. ("WS Holdings B"), Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), Broad Street Energy Advisors

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AIV-1, L.L.C. ("BS Energy AIV"), and (continued in footnote 2)

Broad Street Energy Advisors, L.L.C. ("BS Energy", and together with WS International, WS European, WS Global, BS Principal, WS Offshore B, WS AIV, WS Offshore AIV, WS Holdings B, BS Energy AIV and BS Infrastructure, the "GS Entities"), WSIP Egypt

- (2) Holdings, LP ("WSIP") and WSEP Egypt Holdings, LP ("WSEP", and together with WSIP, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

On November 11, 2016, EnLink MidStream Partners, LP (the "Issuer") issued to Enfield Holdings, L.P. ("Holdings") 1,106,616 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") as payment for the quarterly distribution declared on the Series B

- (3) Preferred Units. The Series B Preferred Units are convertible into Common Units of the Issuer on a one-for-one basis (subject to certain adjustments) at any time from the business day following the record date established by the Issuer's general partner for the Issuer's quarterly distribution for the second quarter of 2017.

The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have

- (4) appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Holdings, which directly holds the Series B Preferred Units reported herein.

Because of the relationship by and between the GS Entities, WSIP and WSEP on the one hand and Holdings on the other hand, the GS

- (5) Entities, WSIP and WSEP may be deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose), to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Holdings.

For purposes of Rule 13d-3(a) and Rule 16a-1(a) only (and not for any other applicable purpose), GS Group and Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect

- (6) pecuniary interests in the profits or capital accounts of Holdings, as (i) Goldman Sachs is an investment manager of certain of the GS Entities, (ii) Goldman Sachs is a subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities.

The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest

- (7) therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.

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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