

BERGSTROM STEPHEN W
Form 3
April 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â High Point Infrastructure
Partners, LLC

(Last) (First) (Middle)

C/O ARCLIGHT CAPITAL
PARTNERS, LLC,Â 200
CLARENDON STREET, 55TH
FLOOR

(Street)

BOSTON,Â MAÂ 02117

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/15/2013

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☒ Other
(give title below) (specify below)
See Remarks

6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units (limited partner interests)	Â (1)	Â (1)	Common Units	4,526,066	\$ 0	D (2) (3)	Â
Series A Convertible Preferred Units	Â (4)	Â (4)	Common Units	5,142,857	\$ (4)	D (2) (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
High Point Infrastructure Partners, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON,Â MAÂ 02117	Â X	Â X	Â		See Remarks
American Midstream GP, LLC C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON,Â MAÂ 02117	Â X	Â	Â		See Remarks
BERGSTROM STEPHEN W C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON,Â MAÂ 02117	Â X	Â	Â Executive Chairman		Â
Revers Daniel R C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON,Â MAÂ 02117	Â X	Â	Â		Â
Erhard Jake F C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON,Â MAÂ 02117	Â X	Â	Â		Â
Taylor Lucius H. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON,Â MAÂ 02117	Â X	Â	Â		Â

Signatures

/s/ Christine M. Miller, Secretary of High Point Infrastructure Partners, LLC	04/25/2013
__Signature of Reporting Person	Date
/s/ William B. Mathews, Senior Vice President, General Counsel and Secretary of American Midstream GP, LLC	04/25/2013
__Signature of Reporting Person	Date

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/s/ William B. Mathews, attorney-in-fact for Stephen W. Bergstrom	04/25/2013
Signature of Reporting Person	Date
/s/ Daniel R. Revers	04/25/2013
Signature of Reporting Person	Date
/s/ Jake F. Erhard	04/25/2013
Signature of Reporting Person	Date
/s/ Lucius H. Taylor	04/25/2013
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement. The subordinated units have no expiration date.
- (2) On April 15, 2013, High Point acquired beneficial ownership of all of the Issuer's 5,142,857 outstanding Series A Convertible Preferred Units pursuant to the Contribution Agreement, dated as of April 15, 2013, between the Issuer and High Point. In addition, on April 15, 2013, High Point acquired beneficial ownership of all of the Issuer's 4,526,066 outstanding Subordinated Units pursuant to the Purchase Agreement, dated as of April 15, 2013, between AIM Midstream Holdings, LLC and High Point. Each of Messrs. Bergstrom, Revers, Erhard and Taylor (collectively, the "Director Reporting Persons") is a member of the board of directors of the General Partner. (continued on footnote 3)
- (3) In addition, each of the Director Reporting Persons is a member of the general partner of ArcLight Energy Partners Fund V, L.P., the indirect majority owner of High Point, and therefore may be deemed a member of a group beneficially owning 10% or more of the equity of the Issuer within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended. Each of the Director Reporting Persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest, if any, in such securities through ownership in ArcLight Energy Fund V, L.P. and this report shall not be deemed an admission that such a group exists or that the reporting person is the beneficial owner of the securities of such group for purposes of Section 16 or for any other purpose.
- (4) The Series A Convertible Preferred Units are convertible in whole or in part into Common Units at any time after January 1, 2014 or, prior to that date, with the consent of the required lenders under the Issuer's credit agreement, at the reporting person's election. The number of Common Units into which a Series A Preferred Unit is convertible will be an amount equal to (i) the sum of \$17.50 and all accrued and accumulated but unpaid distributions, divided by (ii) the conversion price, which is initially \$17.50, subject to customary anti-dilution adjustments. The Series A Convertible Preferred Units have no expiration date.

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Remarks:

HighÂ PointÂ InfrastructureÂ Partners,Â LLCÂ ("HighÂ Point")Â alsoÂ ownsÂ allÂ ofÂ theÂ ClassÂ AÂ membershipÂ in

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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