

INERGY L P
Form 4
October 08, 2013

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 *
First Reserve GP XI, Inc.

2. Issuer Name and Ticker or Trading Symbol
INERGY L P [CEQP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LAFAYETTE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2013

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

(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
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(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 Ownership (Instr. 4)
Common Units	10/04/2013		M ⁽¹⁾	14,318,396 A	49,421,509	I	See Footnotes (2) (4)
Common Units					52,000	I	See Footnotes (3) (4)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Contract right (right to acquire) ⁽³⁾	<u>(5)</u>	10/04/2013		M	14,318,396	<u>(5)</u> 10/21/2013	Common Units 14,318,396

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Reserve GP XI, Inc. ONE LAFAYETTE PLACE GREENWICH, CT 06830	X	X		
First Reserve GP XI, L.P. ONE LAFAYETTE PLACE GREENWICH, CT 06830	X	X		
MACAULAY WILLIAM E ONE LAFAYETTE PLACE GREENWICH, CT 06830	X	X		
FR Midstream Holdings LLC ONE LAFAYETTE PLACE GREENWICH, CT 06830	X	X		
FR XI CMP Holdings LLC ONE LAFAYETTE PLACE GREENWICH, CT 06830	X	X		
Crestwood Holdings Partners, LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002	X	X		
Crestwood Holdings II LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002	X	X		
Crestwood Holdings LLC 700 LOUISIANA STREET, SUITE 2060 HOUSTON, TX 77002	X	X		

Crestwood Gas Services Holdings LLC
 700 LOUISIANA STREET, SUITE 2060 X X
 HOUSTON, TX 77002

Signatures

/s/ Michael France, Managing Director for First Reserve GP XI, Inc.	10/07/2013
__Signature of Reporting Person	Date
/s/ Anne E. Gold, Attorney-in-Fact for William E. Macaulay	10/07/2013
__Signature of Reporting Person	Date
/s/ Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P.	10/07/2013
__Signature of Reporting Person	Date
/s/ Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P., the Managing Member of FR Midstream Holdings LLC	10/07/2013
__Signature of Reporting Person	Date
/s/ Michael France, Managing Director for First Reserve GP XI, Inc., the General Partner of First Reserve GP XI, L.P., the Managing Member of FR Midstream Holdings LLC, the Managing Member of FR XI CMP Holdings LLC	10/07/2013
__Signature of Reporting Person	Date
/s/ Joel C Lambert, Senior Vice President for Crestwood Holdings Partners, LLC	10/07/2013
__Signature of Reporting Person	Date
/s/ Joel C Lambert, Senior Vice President for Crestwood Holdings II LLC	10/07/2013
__Signature of Reporting Person	Date
/s/ Joel C Lambert, Senior Vice President for Crestwood Holdings LLC	10/07/2013
__Signature of Reporting Person	Date
/s/ Kelly J. Jameson, Senior Vice President for Crestwood Gas Services Holdings LLC	10/07/2013
__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).

On October 7, 2013, the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated as of May 5, 2013 (the "Merger Agreement"), among Inergy, L.P. (the "Issuer"), Inergy Midstream, L.P. ("NRGM"), NRGM GP, LLC, Intrepid Merger Sub, LLC, Crestwood Midstream Partners LP ("CMLP"), and Crestwood Gas Services GP, LLC was consummated and pursuant to the

(1) Follow-On Contribution Agreement (the "Follow-On Contribution Agreement"), dated May 5, 2013, by and among the Issuer, Inergy GP, LLC, the general partner of the Issuer (the "General Partner"), Crestwood Holdings LLC ("Crestwood Holdings"), and Crestwood Gas Services Holdings LLC ("Gas Services Holdings"), on October 7, 2013, Gas Services Holdings contributed to the Issuer 7,137,841 common units of NRGM in exchange for 14,318,396 Common Units of the Issuer.

(2)

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These securities are held directly by Gas Services Holdings. Gas Services Holdings' sole member is Crestwood Holdings, whose sole member is Crestwood Holdings II LLC, whose sole member is Crestwood Holdings Partners, LLC, whose controlling member is FR XI CMP Holdings LLC, whose sole member is FR Midstream Holdings LLC ("FR Midstream Holdings").

- (3) These securities are held directly by KA First Reserve, LLC ("KAFR"). FR Midstream Holdings owns a majority of the membership interests in KAFR and controls the board of managers of KAFR.

- (4) FR Midstream Holding managing member is First Reserve GP XI, L.P., whose general partner is First Reserve GP XI, Inc. (FR GP Inc.). William E. Macaulay is a director of FR GP Inc. and has the right to appoint a majority of the board of directors of FR GP Inc. Crestwood Holdings and Gas Services Holdings hold all of the limited partner interests in Inergy Holdings, L.P., the sole member of the General Partner.

- (5) Upon consummation of the Merger, the Follow-On Contribution Agreement permitted Gas Services Holdings, as designated by Crestwood Holdings pursuant to the Follow-On Contribution Agreement, to contribute to the Issuer 7,137,841 of the common units of NRGM that Gas Services Holdings received upon the consummation of the Merger in exchange for 14,318,396 Common Units of the Issuer.

Remarks:

The Reporting Persons disclaim beneficial ownership of the securities reported on this Form 4 except to the extent of their pec

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.