

Marlin Midstream Partners, LP  
 Form 4  
 March 04, 2015

**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 \*  
 Jones Terry D

2. Issuer Name and Ticker or Trading Symbol  
 Marlin Midstream Partners, LP  
 [FISH]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2105 CITY WEST BOULEVARD,  
 SUITE 100  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/02/2015

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

HOUSTON, TX 77042

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units representing limited partner interests	03/02/2015		M <sup>(1)</sup>		50,000	A	\$ 0 <sup>(2)</sup> 91,018	D
Common Units representing limited partner	03/02/2015		F		14,636 <sup>(3)</sup>	D	\$ 76,382 21.11	D

interests

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

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(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 (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)	8. Amount or Number of Shares
Phantom Units	(2)	03/02/2015		M	50,000	02/27/2015 (4)	Common Units	50,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Jones Terry D  
2105 CITY WEST BOULEVARD, SUITE 100  
HOUSTON, TX 77042

See remarks

## Signatures

/s/ Eric T. Kalamaras, Attorney-in-fact for Terry D. Jones

03/02/2015

\_\_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) Represents the conversion upon vesting of phantom units into common units. On December 15, 2014, the reporting person was granted 50,000 phantom units of which 50,000 units vested on February 27, 2015.
- (2) Each phantom unit is the economic equivalent of one common unit (limited partner interest) and entitles the grantee to receive one common unit or an amount of cash equal to the fair market value of a common unit upon the vesting of the phantom unit.
- (3) The reporting person is reporting the withholding by Marlin Midstream Partners, LP of 14,636 common units to satisfy the reporting person's tax withholding obligations in connection with the delivery of the common units to the reporting person.

## Edgar Filing: Marlin Midstream Partners, LP - Form 4

(4) Phantom units do not expire.

### **Remarks:**

Terry D. Jones was previously a Director and the Executive Vice President and General Counsel of Marlin Midstream GP, LL

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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