

ATLAS PIPELINE PARTNERS LP
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Atlas Pipeline Partners, L.P.
(Name of Issuer)
Common Units representing Limited Partnership Interests
(Title of Class of Securities)
049392103
(CUSIP Number)
December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 049392103

1 NAMES OF REPORTING PERSONS
Swank Capital, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

**SEE ITEM 4(b).

CUSIP No. 049392103

1 NAMES OF REPORTING PERSONS
Swank Energy Income Advisors, LP (n/k/a Cushing MLP Asset Management, LP)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN, IA

**SEE ITEM 4(b).

CUSIP No. 049392103

1 NAMES OF REPORTING PERSONS
Jerry V. Swank

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

**SEE ITEM 4(b).

SCHEDULE 13G/A

This Amendment No. 3 (this Amendment) to the Schedule 13G is being filed on behalf of Swank Capital, L.L.C., a Texas limited liability company (Swank Capital), Swank Energy Income Advisors, LP (n/k/a Cushing MLP Asset Management, LP), a Texas limited partnership (Swank Advisors), and Mr. Jerry V. Swank, the principal of Swank Capital and Swank Advisors (collectively with Swank Capital and Swank Advisors, the Reporting Persons), relating to Common Units representing Limited Partnership Interests (the Common Units) of Atlas Pipeline Partners, L.P., a Delaware limited partnership (the Issuer).

This Amendment is being filed to report that the Reporting Persons no longer own the Issuer's Common Units.

Item 1(a) Name of Issuer.

Atlas Pipeline Partners, L.P.

Item 1(b) Address of Issuer's Principal Executive Offices.

1550 Coraopolis Heights Road
Moon Township, Pennsylvania 15108

Item 2(a) Name of Person Filing.

Swank Capital, L.L.C. (Swank Capital), Swank Energy Income Advisors, LP (n/k/a Cushing MLP Asset Management, LP) (Swank Advisors) and Mr. Jerry V. Swank.

Item 2(b) Address of Principal Business Office, or, if none, Residence.

8117 Preston Road, Suite 440
Dallas, Texas 75225

Item 2(c) Citizenship or Place of Organization.

Swank Capital is a limited liability company organized under the laws of the State of Texas. Swank Advisors is a limited partnership organized under the laws of the State of Texas. Mr. Swank is the principal of Swank Capital and Swank Advisors, and is a United States citizen.

Item 2(d) Title of Class of Securities.

Common Units representing Limited Partnership Interests (the Common Units).

Item 2(e) CUSIP Number.

049392103

Item 3 Reporting Person.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

The Reporting Persons own 0 Common Units.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit 99.1

Joint Filing Agreement dated February 14, 2011, by and among Swank Capital, Swank Advisors and Mr. Swank.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2011

SWANK CAPITAL, L.L.C.

By:

Jerry V. Swank
Managing Member

SWANK ENERGY INCOME ADVISORS,
LP
(N/K/A CUSHING MLP ASSET
MANAGEMENT, LP)

By: Swank Capital, L.L.C., its general
partner

By:

Jerry V. Swank
Managing Member

Jerry V. Swank