

EnLink Midstream Partners, LP
Form 3
January 19, 2016

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	EnLink Midstream Partners, LP [ENLK]
(Last)	(First)	(Middle)	01/07/2016	
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10282			____ Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)			____ Officer	____ Form filed by One Reporting Person
(State)			(give title below)	____ Form filed by More than One Reporting Person
(Zip)			____ 10% Owner	
			____ Other (specify below)	

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)
Common Units	413,885	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(8)</u>

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

SEC 1473 (7-02)

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

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
-----------------------------------------------	-------------------------------------------------------------	---------------------------------------------------------------------------------------------	--------------------------------------------------------	---------------------------------------------------------	----------------------------------------------------------

Edgar Filing: EnLink Midstream Partners, LP - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series B Cumulative Convertible Preferred Units	Â (3)	Â (3)	Common Units	50,000,000	\$ (3)	I	See footnotes (1) (2) (3) (4) (5) (6) (8)

Reporting Owners

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

Signatures

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 01/19/2016

__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) 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"), (continued in footnote 2)
- (2) Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), Broad Street Energy Advisors AIV-1, L.L.C. ("BS Energy AIV"), and 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

Edgar Filing: EnLink Midstream Partners, LP - Form 3

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.

- (3) On December 6, 2015, EnLink MidStream Partners, L.P. (the "Issuer"), and Enfield Holdings, L.P. ("Holdings") entered into that certain Convertible Preferred Unit Purchase Agreement (the "Purchase Agreement"), pursuant to which on January 7, 2016 Holdings purchased, in the aggregate, 50,000,000 Series B Cumulative Convertible Preferred Units of the Issuer (the "Preferred Units"). The 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.

- (4) The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Holdings, which directly holds the Preferred Units reported herein.

- (5) 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 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.

- (6) 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 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 wholly-owned 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.

- (7) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 413,885 Common Units and Goldman Sachs also has open short positions of 46,729 Common Units.

- (8) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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.