

American Midstream Partners, LP  
Form 8-K/A  
September 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 2, 2012

**AMERICAN MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-35257**  
(Commission

File Number)

**27-0855785**  
(I.R.S. Employer

Identification No.)

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**1614 15th Street, Suite 300**

**Denver, Colorado 80202**  
(Address of principal executive offices)

**80202**  
(Zip Code)

**Registrant's telephone number, including area code: (720) 457-6060**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

On July 2, 2012, American Midstream Partners, LP, a Delaware limited partnership (the "Partnership") completed its acquisition of an 87.4% undivided interest in the Chatom Gas Plant and related assets located in Washington County, Alabama ("Chatom Assets"). This Amendment No. 1 amends Item 9.01 of the Current Report on Form 8-K of the Partnership filed with the Securities and Exchange Commission on July 9, 2012, to provide the financial statement information required by Item 9.01 of Form 8-K which was excluded from the initial filing in reliance on Item 9.01(a)(4) of Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

*(a) Financial Statements of Businesses Acquired*

The unaudited balance sheet as of the six months ended June 30, 2012, the unaudited statements of income, statements of changes in owners equity and statements of cash flows for the six months ended June 30, 2012, the audited balance sheet as of December 31, 2011 and the audited statements of income, statements of changes in owners equity and statements of cash flows for the year ended December 31, 2011 of Chatom Assets, the related notes thereto, and report of independent registered public accounting firm related thereto with respect to audited financial statements, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

*(b) Pro Forma Financial Information.*

The Partnership's unaudited pro forma condensed consolidated balance sheet as of June 30, 2012, and unaudited pro forma condensed consolidated statements of income for the six months ended June 30, 2012 and the year ended December 31, 2011 and the related notes thereto, are filed as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated herein by reference.

*(d) Exhibits.*

See Index to Exhibits attached to this Current Report on Form 8-K/A, which is incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**American Midstream Partners, LP**

**By: American Midstream GP, LLC,**  
*its General Partner*

Date: September 11, 2012

By: /s/ Daniel C. Campbell  
Name: Daniel C. Campbell  
Title: Senior Vice President and Chief Financial Officer

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**Exhibit Index**

**Exhibit**

<b>Number</b>	<b>Description</b>
23.1	Consent of PricewaterhouseCoopers LLP.
99.1*	American Midstream Partners, LP press release dated July 9, 2012.
99.2	Unaudited Balance Sheet as of the six months ended June 30, 2012, Unaudited Statements of Income, Statements of Changes in Owners' Equity and Statements of Cash Flows for the six months ended June 30, 2012, Audited Balance Sheet as of December 31, 2011 and Audited Statements of Income, Statements of Changes in Owners' Equity and Statements of Cash Flows for the year ended December 31, 2011 of Chatom Assets, and related notes thereto and Report of Independent Registered Public Accounting Firm related thereto with respect to audited financial statements.
99.3	Partnership's Unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2012, Unaudited Pro Forma Condensed Consolidated Statements of Income for the six months ended June 30, 2012 and the year ended December 31, 2011 and the related notes thereto.

\* Previously filed