

DEVON ENERGY CORP/DE

Form 4

July 18, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEVON ENERGY CORP/DE

(Last) (First) (Middle)

333 WEST SHERIDAN AVE

(Street)

OKLAHOMA CITY, OK 73102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EnLink Midstream, LLC [ENLC]

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

07/18/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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	07/18/2018		S	115,495,669 (1) (2) (3)	(1) (2) (3) D 0	I (1) (2) (3)	See Footnotes (1) (2) (3)

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVON ENERGY CORP/DE 333 WEST SHERIDAN AVE OKLAHOMA CITY, OK 73102				See Remarks.
DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102				See Remarks
DEVON GAS CO., L.L.C. 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102				See Remarks
Devon Gas Operating, Inc. 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102				See Remarks
Devon Gas Services, L.P. 333 WEST SHERIDAN AVE OKLAHOMA CITY, OK 73102				See Remarks

Signatures

David A. Hager, President and Chief Executive Officer of Devon Energy Corporation	07/18/2018
__Signature of Reporting Person	Date
David A. Hager, President and Chief Executive Officer of Devon Energy Corporation (Oklahoma)	07/18/2018
**Signature of Reporting Person	Date
David A. Hager, President and Chief Executive Officer of Devon Gas Co., L.L.C.	07/18/2018
**Signature of Reporting Person	Date
David A. Hager, President and Chief Executive Officer of Devon Gas Operating, Inc.	07/18/2018
**Signature of Reporting Person	Date

David A. Hager, President and Chief Executive Officer of Devon Gas Services, L.P.

07/18/2018

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).

Devon Gas Services, L.P. ("Devon Gas Services"), Southwestern Gas Pipeline, L.L.C. ("Southwestern Gas"), EnLink Midstream Manager, LLC (the "Manager"), GIP III Stetson I, L.P. ("MLP Acquiror"), GIP III Stetson II, L.P. ("ENLC Acquiror") and, solely for certain purposes described therein, Devon Energy Corporation ("Devon") are parties to a Purchase Agreement, dated June 5, 2018 (the "Purchase Agreement"). On July 18, 2018, the parties to the Purchase Agreement consummated the transactions contemplated thereby, pursuant to which, among other things, (a) Devon Gas Services transferred to ENLC Acquiror 115,495,669 common units representing limited liability company interests in the Issuer,

(1) (Continued from Footnote 1) (b) Devon Gas Services transferred to MLP Acquiror (i) 87,128,717 common units representing limited partner interests in EnLink Midstream Partners, LP ("ENLK") and (ii) all of the outstanding limited liability company interests in the Manager and (c) Southwestern Gas transferred to MLP Acquiror 7,531,883 common units representing limited partner interests in EnLink Midstream Partners, LP ("ENLK"), for an aggregate consideration of \$3,125,000,000.

(3) Devon Gas Services is an indirect wholly-owned subsidiary of Devon. Devon is a public company and owns 100% of the outstanding common stock of Devon Energy Corporation (Oklahoma) ("Devon OK"). Devon OK owns 100% of the limited liability company interests of Devon Gas Co., L.L.C. ("Devon Gas Co."). Devon Gas Co. owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc., the general partner of Devon Gas Services.

Remarks:

No Longer Section 16 Reporting Person

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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