

GIP III Stetson II, L.P.
Form 4
January 29, 2019

FORM 4

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

OMB APPROVAL

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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 *
Global Infrastructure Investors III, LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS,, 30TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EnLink Midstream, LLC [ENLC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price
Common Units	01/25/2019		A		94,660,600	A	Ⓛ
					224,355,359	I	

See Footnotes (2) (3)

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

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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 Owned Following Reporting 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
Global Infrastructure Investors III, LLC 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X		
Global Infrastructure GP III, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X		
GIP III Stetson Aggregator II, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X		
GIP III Stetson Aggregator I, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X		
GIP III Stetson GP, LLC 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X		
GIP III Stetson II, L.P. 1345 AVENUE OF THE AMERICAS, 30TH FLOOR NEW YORK, NY 10105		X		

Signatures

GLOBAL INFRASTRUCTURE INVESTORS III, LLC By: /s/ Matthew Harris, Partner	01/29/2019
__Signature of Reporting Person	Date
GLOBAL INFRASTRUCTURE GP III, L.P. By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
__Signature of Reporting Person	Date
GIP III STETSON AGGREGATOR II, L.P. By: Global Infrastructure GP III, L.P., its general partner By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
__Signature of Reporting Person	Date
GIP III STETSON AGGREGATOR I, L.P. By: Global Infrastructure GP III, L.P., its general partner By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
__Signature of Reporting Person	Date
GIP III STETSON GP, LLC By: /s/ Matthew Harris, Partner	01/29/2019
__Signature of Reporting Person	Date
GIP III STETSON II, L.P. By: GIP III Stetson GP, LLC, its general partner By: /s/ Matthew Harris, Partner	01/29/2019
__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) Pursuant to the Agreement and Plan of Merger, dated as of October 21, 2018 (the "Merger Agreement"), by and among the Issuer, EnLink Midstream Manager, LLC ("EnLink Midstream Manager"), NOLA Merger Sub, LLC ("Merger Sub"), EnLink Midstream Partners, LP ("EnLink Midstream Partners"), and EnLink Midstream GP, LLC, on January 25, 2019 (the "Effective Time") each issued and outstanding common unit of EnLink Midstream Partners (the "Partnership Common Units") except for any Common Units held by the Issuer and its subsidiaries, were converted into 1.15 Common Units of the Issuer. As a result, the 94,660,600 Partnership Common Units held by GIP III Stetson I, L.P. ("Stetson I") were converted into 108,859,690 Common Units at the Effective Time.
- (2) Following the transaction reported herein, GIP III Stetson II, L.P. ("Stetson II") is the record holder of 115,495,669 Common Units and Stetson I is the record holder of 108,859,690 Common Units.
- (3) Global Infrastructure Investors III, LLC ("Global Investors") is the sole general partner of Global Infrastructure GP III, L.P. ("Global GP"), which is the general partner of each of GIP III Stetson Aggregator I, L.P. ("Aggregator I") and GIP III Stetson Aggregator II, L.P. ("Aggregator II"), which are the managing members of GIP III Stetson GP, LLC ("Stetson GP"), which is the general partner of Stetson I and Stetson II. As a result, Global Investors, Global GP, Aggregator I, Aggregator II and Stetson GP may be deemed to share beneficial ownership of the Common Units owned by Stetson I and Stetson II. Adebayo Ogunlesi, Jonathan Bram, William Brilliant, Matthew Harris, Michael McGhee, Rajaram Rao, William Woodburn, Salim Samaha and Robert O'Brien, as the voting members of the Investment Committee of Global Investors, may be deemed to share beneficial ownership of the Common Units beneficially owned by Global Investors. Such individuals expressly disclaim any such beneficial ownership.

Remarks:

GIP III Stetson I, L.P. has separately filed a Form 3 with respect to the securities reported herein.

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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