

Oasis Petroleum LLC
Form 4
September 27, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Oasis Petroleum Inc.

(Last) (First) (Middle)

1001 FANNIN STREET, SUITE 1500

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Oasis Midstream Partners LP [OMP]

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

09/25/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common units representing limited partner interests | 09/25/2017 | | J ⁽¹⁾ | 5,125,000 ⁽¹⁾ | A 11 5,125,000 | I | See Footnotes (1) (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)

| 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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated units representing limited partner interests | (2) | 09/25/2017 | | J(1) | 13,750,000 | (2) (2) | Common units representing limited partner interests |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Oasis Petroleum Inc. 1001 FANNIN STREET, SUITE 1500 HOUSTON, TX 77002 | | X | | |
| Oasis Petroleum LLC 1001 FANNIN STREET, SUITE 1500 HOUSTON, TX 77002 | | X | | |
| OMS Holdings LLC 1001 FANNIN STREET, SUITE 1500 HOUSTON, TX 77002 | | X | | |

Signatures

/s/ Nickolas J. Lorentzatos, Executive Vice President, General Counsel and Corporate Secretary of Oasis Petroleum Inc. 09/27/2017
 __Signature of Reporting Person Date

/s/ Nickolas J. Lorentzatos, Executive Vice President, General Counsel and Corporate Secretary of Oasis Petroleum LLC 09/27/2017
 __Signature of Reporting Person Date

/s/ Nickolas J. Lorentzatos, Executive Vice President, General Counsel and Corporate Secretary of OMS Holdings LLC 09/27/2017
 __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).

In connection with the initial public offering of Oasis Midstream Partners LP's (the "Issuer") common units representing limited partner interests ("Common Units"), pursuant to that certain Contribution Agreement, by and among the Issuer, OMS Holdings LLC ("OMS Holdings") and other parties thereto, dated September 25, 2017, OMS Holdings contributed certain assets to the Issuer and received in exchange 5,125,000 Common Units and 13,750,000 subordinated units representing limited partner interests in the Issuer ("Subordinated Units").

(1) The Subordinated Units have no expiration date and will convert into Common Units on a one-for-one basis at the end of the
(2) "subordination period" described in the Issuer's Prospectus (File No. 333-217976) filed with the Securities and Exchange Commission on September 22, 2017.

This Form 4 is being filed jointly by OMS Holdings, Oasis Petroleum LLC ("Oasis Petroleum") and Oasis Petroleum Inc. ("OAS"). As of September 27, 2017 OMS Holdings directly owns 5,125,000 Common Units and 13,750,000 Subordinated Units of the Issuer, Oasis
(3) Petroleum directly owns 100% of the outstanding membership interests in OMS Holdings and OAS directly owns 100% of the outstanding membership interests in Oasis Petroleum. Accordingly, OAS and Oasis Petroleum may be deemed to be an indirect beneficial owner of the securities of the Issuer held by OMS Holdings.

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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