

DEVON ENERGY CORP/DE
Form 4
July 18, 2018

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 *
DEVON ENERGY CORP/DE

2. Issuer Name and Ticker or Trading Symbol
EnLink Midstream Partners, LP
[ENLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 WEST SHERIDAN AVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/18/2018

____ Director
____ Officer (give title below) Other (specify below)
See Remarks.

OKLAHOMA CITY, OK 73102

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

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

(City) (State) (Zip)

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	
					(1) (2) (3) (4)		(1) (2) (3) (4)	
Common Units	07/18/2018		S		183,189,051 (1) (2) (3) (4)	D	0 (3) (4)	I (1) (2) (3) (4) See Footnotes (1) (2) (3) (4)

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

Signatures

/s/ David A. Hager, President and Chief Executive Officer of Devon Energy Corporation	07/18/2018
**Signature of Reporting Person	Date
/s/ David A. Hager, President and Chief Executive of Devon Energy Corporation (Oklahoma)	07/18/2018
**Signature of Reporting Person	Date
/s/ David A. Hager, President and Chief Executive of Devon Gas Co., L.L.C.	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).
- (1) 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 EnLink Midstream, LLC ("EnLink Midstream"),

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- (Continued from Footnote 1) (b) Devon Gas Services transferred to MLP Acquiror (i) 87,128,717 common units ("Common Units")
- (2) representing limited partner interests in the Issuer 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, for an aggregate consideration of \$3,125,000,000.

- Devon Gas Services and Southwestern Gas are each indirect wholly-owned subsidiaries 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
- (3) 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. Devon Gas Co. also owns 100% of the outstanding limited liability company interests of Southwestern Gas.

- EnLink Midstream owns 100% of the outstanding common stock of each of EnLink Midstream, Inc. ("EMI"), the holder of 20,280,252 Common Units, and Acacia Natural Gas Corp I, Inc. ("Acacia"), the holder of 68,248,199 Common Units. As a result of the transactions
- (4) consummated by the parties to the Purchase Agreement, Devon Gas Services sold all of its interests in EnLink Midstream and the Manager, resulting in Devon Gas Services and the other reporting persons ceasing to beneficially own any Common Units held by EMI or Acacia.

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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