

American Midstream Partners, LP  
Form 8-K/A  
November 22, 2013

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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): October 1, 2013

AMERICAN MIDSTREAM PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware 001-35257 27-0855785

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

1614 15th Street, Suite 300

Denver, Colorado

(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))

Item 8.01 Other Events

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (this "Amendment") amends Exhibit 99.1 to the Registrant's Current Report on Form 8-K, which the Registrant previously filed with the Securities and Exchange Commission on October 1, 2013 and which updated certain portions of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 (such Exhibit 99.1, the "Original Exhibit"). The Registrant is filing this Amendment solely to reflect revisions to Part I, Item 2 which was included in the Original Exhibit. All other Items of the Original Exhibit are unaffected by this Amendment and such items have not been included in this Amendment. This Amendment No. 1 does not reflect events occurring after the filing date of the Original Exhibit or modify or update disclosures in the Original Exhibit except to amend Part I, Item 2.

In the second quarter of 2013, the board of directors of American Midstream Partners GP, LLC (the "General Partner") authorized the management of American Midstream Partners, LP (the "Partnership") to commit to a plan to sell certain non-strategic gathering and processing assets. As a result of the planned divestiture of these non-strategic midstream assets, the Partnership classifies the results of operations of these disposal groups as discontinued operations.

Accordingly, we recast certain information within our Quarterly Report on Form 10-Q for the three months ended March 31, 2013 (the "Previously Filed Quarterly Report") to reflect this change in classification for the disposal groups to discontinued operations for all periods and filed the following amended sections with the Current Report on Form 8-K on October 1, 2013:

Part I, Item 1. Financial Statements and

Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Partnership subsequently determined to revise its disclosure regarding certain non-GAAP financial measures, and it is filing this Current report on Form 8-K/A to accordingly further amend its disclosure in the following section:

Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

As this Current Report on Form 8-K is being filed only for purpose described above, and only affects the Items specified above, the other information in the Previously Filed Quarterly Report remains unchanged. No attempt has been made in this Current Report on Form 8-K to modify or update disclosures in the Previously Filed Quarterly Report except for within the Items noted above. This Current Report on Form 8-K does not reflect events occurring after the filing of the Previously Filed Quarterly Report or modify or update any related disclosures. Information within the Previously Filed Quarterly Report not affected by this Current Report on Form 8-K is unchanged and reflects the disclosure made at the time of the filing of the Previously Filed Quarterly Report. Accordingly, this Current Report on Form 8-K should be read in conjunction with the Previously Filed Quarterly Report. In addition, on September 16, 2013, the Partnership filed a separate Current Report on Form 8-K for the purpose of recasting certain information to reflect the change in classification of the disposal groups to discontinued operations for all periods presented within certain sections of the Partnership's Annual Report on Form 10-K for the year ended December 31, 2012.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. See "Exhibits Index" attached to this Current Report on Form 8-K, 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

By: /s/ Daniel C. Campbell

Name: Daniel C. Campbell

Title: Senior Vice President and Chief Financial Officer

Date: November 22, 2013

Exhibit Index

Exhibit Number      Description

99.1 Updated Management's Discussion and Analysis of Financial Condition and Results of Operations of our  
Quarterly Report on Form 10-Q for the three months ended March 31, 2013