

West Street Energy Partners Offshore Holding-B AIV-1, L.P.

Form 3

February 04, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GOLDMAN SACHS GROUP
INC

(Last)

(First)

(Middle)

200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City)

(State)

(Zip)

2. Date of Event Requiring

Statement

(Month/Day/Year)

01/25/2019

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

EnLink Midstream, LLC [ENLC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director

____ Officer

(give title below)

☒ 10% Owner

____ Other

(specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting

Person

☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Units

1,127,402

I

See footnotes (1) (2) (8) (9)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Series B Cumulative Convertible Preferred Units ⁽³⁾ ⁽⁴⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Units 67,538,343 \$ ⁽⁴⁾	I	See footnotes ⁽¹⁾ ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
WEST STREET INTERNATIONAL INFRASTRUCTURE PARTNERS III, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
WEST STREET EUROPEAN INFRASTRUCTURE PARTNERS III, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
Broad Street Principal Investments, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
West Street Global Infrastructure Partners III, L.P. 200 WEST STREET NEW YORK, NY 10282-2198	Â	Â X	Â	Â
West Street Energy Partners Offshore-B AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
West Street Energy Partners AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
West Street Energy Partners Offshore AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
West Street Energy Partners Offshore Holding-B AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â

Signatures

The Goldman Sachs Group, Inc., By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
Goldman Sachs & Co. LLC, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street International Infrastructure Partners III, L.P., By: Broad Street Infrastructure Advisors III, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street European Infrastructure Partners III, L.P., By: Broad Street Infrastructure Advisors III, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street Global Infrastructure Partners III, L.P., By: Broad Street Infrastructure Advisors III, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
Broad Street Principal Investments, L.L.C., By: Goldman Sachs & Co. LLC, its Manager, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street Energy Partners Offshore - B AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street Energy Partners AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street Energy Partners Offshore AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date
West Street Energy Partners Offshore Holding - B AIV-1, L.P., By: Broad Street Energy Advisors AIV-1, L.L.C., its General Partner, By: /s/ Yvette Kotic, Attorney-in-fact	02/04/2019
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), West Street International Infrastructure Partners III, L.P. ("WS International"), West Street European Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS Global"), Broad Street Principal Investments, L.L.C. ("BS Principal"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Offshore B"), West Street Energy Partners AIV-1, L.P. ("WS AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore Holding - B AIV-1, L.P. ("WS Holdings B"), Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), (continued in footnote 2)

(2) and Broad Street Energy Advisors AIV-1, L.L.C. ("BS Energy AIV", and together with WS International, WS European, WS Global, BS Principal, WS Offshore B, WS AIV, WS Offshore AIV, WS Holdings B, and BS Infrastructure, the "GS Entities"), WSIP Egypt Holdings, LP ("WSIP") and WSEP Egypt Holdings, LP ("WSEP", and together with WSIP, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

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- (3) Enfield Holdings Advisors, Inc. ("Enfield Holdings Advisors") is the general partner of Enfield Holdings, L.P. ("Enfield Holdings"), which directly holds 58,728,994 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") of EnLink MidStream Partners, LP ("ENLK") and 58,728,994 Class C Common Units (the "Class C Common Units") of EnLink Midstream, LLC (the "Issuer").

- (4) Pursuant to the terms of the Tenth Amended and Restated Agreement of Limited Partnership of ENLK, dated as of January 25, 2019, Enfield Holdings may exchange all or a portion of its Series B Preferred Units (along with a corresponding number of Class C Common Units) at any time for Common Units of the Issuer on a 1-for-1.15 basis, subject to certain adjustments. The right to exchange is not subject to an expiration date.

- (5) The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have appointed one of the two directors, of Enfield Holdings Advisors, which is the general partner of Enfield Holdings, which directly holds the Series B Preferred Units reported herein.

- (6) Because of the relationship by and between the GS Entities, WSIP and WSEP on the one hand and Enfield Holdings on the other hand, the GS Entities, WSIP and WSEP may be deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose), to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Enfield Holdings.

- (7) For purposes of Rule 13d-3(a) and Rule 16a-1(a) only (and not for any other applicable purpose), GS Group and Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Enfield Holdings, as (i) Goldman Sachs is an investment manager of certain of the GS Entities, (ii) Goldman Sachs is a wholly-owned subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities.

- (8) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 1,127,402 Common Units and Goldman Sachs also has open short positions of 1,071,953 Common Units.

- (9) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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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