

Marlin Midstream Partners, LP  
 Form 4  
 February 19, 2015

**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 \*  
 LY TAL JAMES H

(Last) (First) (Middle)

C/O MARLIN MIDSTREAM PARTNERS, LP, 2105 CITY WEST BOULEVARD, SUITE 100

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Marlin Midstream Partners, LP [FISH]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  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 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	02/19/2015 <sup>(1)</sup>		M <sup>(2)</sup>	5,000 A	\$ 0 <sup>(3)</sup> 20,000	D	

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Units	(3)	02/19/2015		A	5,000	02/15/2015 (4)	Common Units	5,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

LYTAL JAMES H  
C/O MARLIN MIDSTREAM PARTNERS, LP  
2105 CITY WEST BOULEVARD, SUITE 100  
HOUSTON, TX 77042

X

## Signatures

/s/ Terry D. Jones, Attorney-in-fact for James Lytal

02/19/2015

\*\*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) Date request was made by Issuer to Issuer's transfer agent to issue common units to those grantees whose phantom units vested on February 15, 2015, pursuant to the Marlin Midstream Partners, LP 2013 Long-Term Incentive Plan.
- (2) Represents the conversion upon vesting of phantom units into common units. On December 15, 2014, the reporting person was granted 5,000 phantom units of which 5,000 units vested on February 15, 2015. Such phantom units were previously reported in Table II on a Form 4 filed with the Securities Exchange Commission on December 16, 2014.
- (3) Each phantom unit is the economic equivalent of one common unit (limited partner interest) and entitles the grantee to receive one common unit or an amount of cash equal to the fair market value of a common unit upon the vesting of the phantom unit.
- (4) Phantom units do not expire.

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**Remarks:**

James H. Lytal is a Director of Marlin Midstream GP, LLC, the general partner of the Issuer (the "General Partner"). The Gen

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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