

Bronco Midstream Partners, L.P.
 Form 3
 April 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ArcLight Capital Partners, LLC | | | (Month/Day/Year) | Enable Midstream Partners, LP [ENBL] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 CLARENDON STREET, 55TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| BOSTON,Â MAÂ 02117 | | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> 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 Representing Limited Partner Interests | 51,527,730 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

Edgar Filing: Bronco Midstream Partners, L.P. - Form 3

| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ArcLight Capital Partners, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |
| ArcLight Capital Holdings, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |
| Bronco Midstream Infrastructure, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |
| Enogex Holdings LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |
| ArcLight Energy Partners Fund IV LP 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |
| ARCLIGHT ENERGY PARTNERS FUND V, L.P. 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |
| Bronco Midstream Partners, L.P. 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| ArcLight Capital Partners, LLC, /s/ Daniel R. Revers, Managing Partner | 04/10/2014 |
| **Signature of Reporting Person | Date |
| ArcLight Capital Holdings, LLC, /s/ Daniel R. Revers, Manager | 04/10/2014 |
| **Signature of Reporting Person | Date |
| Bronco Midstream Infrastructure, LLC, /s/ Daniel R. Revers, President | 04/10/2014 |
| **Signature of Reporting Person | Date |
| Enogex Holdings LLC, /s/ Daniel R. Revers, President | 04/10/2014 |
| **Signature of Reporting Person | Date |
| ArcLight Energy Partners Fund IV, L.P., By: ArcLight PEF GP IV, LLC, its general partner, By: ArcLight Capital Holdings, LLC, its manager, /s/ Daniel R. Revers, Managing Partner | 04/10/2014 |

Edgar Filing: Bronco Midstream Partners, L.P. - Form 3

__Signature of Reporting Person

Date

ArcLight Energy Partners Fund V, L.P., By: ArcLight PEF GP V, LLC, its general partner, By:
ArcLight Capital Holdings, LLC, its manager, /s/ Daniel R. Revers, Managing Partner

04/10/2014

__Signature of Reporting Person

Date

Bronco Midstream Partners, L.P., By: Bronco Partners GP, LLC, /s/ Daniel R. Revers,
President

04/10/2014

__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 Form 3 is being filed jointly by ArcLight Capital Partners, LLC, ArcLight Capital Holdings, LLC, ArcLight Energy Partners Fund V, L.P., ArcLight Energy Partners Fund IV, L.P., Bronco Midstream Partners, L.P., Bronco Midstream Infrastructure LLC ("Bronco") and Enogex Holdings LLC ("Enogex Holdings" and collectively with the foregoing and their respective general partners and subsidiaries, "ArcLight") in connection with the effectiveness of the Registration Statement on Form S-1 (File No. 333-192542) (the "Registration Statement") filed by Enable Midstream Partners, LP (the "Issuer"). The common units reported herein are held by Enogex Holdings and Bronco.

(2) (Continued from footnote 1) ArcLight Energy Partners Fund V, L.P., ArcLight Energy Partners Fund IV, L.P. and Bronco Midstream Partners, L.P. have monetary interests in the shares reported on this Form 3. ArcLight Capital Partners, LLC is the investment advisor for, and ArcLight Capital Holdings, LLC is the managing partner of the general partner of ArcLight Energy Partners Fund V, L.P. and ArcLight Energy Partners Fund IV, L.P. ArcLight Capital Holding, LLC is the sole member of the general partner of Bronco Midstream Partners, L.P. Each Reporting Person disclaims beneficial ownership except to the extent of their monetary interest therein.

(3) As described in the Registration Statement, in connection with the formation transactions of the Issuer, ArcLight contributed certain assets to and entered into certain agreements with the Issuer and, in consideration thereof, received, through Bronco and Enogex Holdings, 51,527,730 common units, representing as of April 10, 2014, a 13.2% limited partner interest in the Issuer.

(4) As described in the Registration Statement in connection with the closing of the initial public offering of the Issuer, ArcLight granted the underwriters a 30-day option to purchase up to an aggregate of 3,750,000 additional common units. As of the closing of the initial public offering of the Issuer, ArcLight, through Bronco and Enogex Holdings, will hold 51,527,730 common units, representing a 12.4% limited partner interest in the Issuer (or 47,777,730 common units, representing an 11.5% limited partner interest in the Issuer if the underwriters exercise in full their option to purchase additional common units).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.