

EnLink Midstream, LLC  
Form 8-K  
May 29, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **May 29, 2014**

**ENLINK MIDSTREAM, LLC**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-36336**  
(Commission File  
Number)

**46-4108528**  
(I.R.S. Employer Identification No.)

**2501 CEDAR SPRINGS RD.**  
**DALLAS, TEXAS**  
(Address of Principal Executive Offices)

**75201**  
(Zip Code)

Registrant's telephone number, including area code: **(214) 953-9500**

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(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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

EnLink Midstream, LLC indirectly owns the general partner interest, the incentive distribution rights and a portion of the limited partner interests in EnLink Midstream Partners, LP (the Partnership ).

On May 29, 2014, the Partnership entered into an Equity Distribution Agreement (the Agreement ) with BMO Capital Markets Corp. (the Sales Agent ) to sell up to \$75 million in aggregate gross sales of the Partnership s common units representing limited partner interests (the Common Units ) from time to time through an at the market equity offering program.

Pursuant to the Agreement, the Common Units may be offered and sold through the Sales Agent in transactions that are deemed to be at the market offerings as defined in Rule 415 of the Securities Act of 1933, as amended (the Securities Act ), including sales made through the facilities of the New York Stock Exchange at market prices, in block transactions or as otherwise agreed by the Partnership and the Sales Agent. The Agreement provides that the Sales Agent, when it is acting as the Partnership s agent, will be entitled to compensation of up to 2% of the gross sales price of the Common Units sold through the Sales Agent from time to time. The Partnership may also sell Common Units to the Sales Agent as principal for the Sales Agent s own account at a price agreed upon at the time of sale. The Partnership has no obligation to sell any of the Common Units under the Agreement and may at any time suspend solicitation and offers under the Agreement.

The offer and sale of the Common Units will be registered under the Securities Act, pursuant to the Partnership s shelf registration statement on Form S-3 (Registration No. 333-188047) (the Registration Statement ), which was declared effective by the Securities and Exchange Commission on April 26, 2013, including the prospectus contained therein, as supplemented by the prospectus supplement filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act on May 29, 2014.

In the Agreement, the Partnership agreed to indemnify the Sales Agent against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Sales Agent may be required to make because of any of those liabilities.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the text of the Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

EXHIBIT NUMBER	DESCRIPTION
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1.1

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Equity Distribution Agreement, dated May 29, 2014, by and between the Partnership and BMO Capital Markets Corp. (incorporated by reference to Exhibit 1.1 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated May 29, 2014, filed with the Commission on May 29, 2014).

**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.

ENLINK MIDSTREAM, LLC

By: EnLink Midstream Manager, LLC,  
its Managing Member

Date: May 29, 2014

By: /s/ Michael J. Garberding  
Michael J. Garberding  
Executive Vice President and  
Chief Financial Officer

**INDEX TO EXHIBITS**

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