

Vichie Trent D
Form 4
February 04, 2019

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 *
Stonepeak Catarina Holdings LLC

2. Issuer Name and Ticker or Trading Symbol
Sanchez Midstream Partners LP [SNMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
717 FIFTH AVENUE, 25TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
See Remarks

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|-------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Preferred Units | (2) | 08/21/2018 | A | (1) | | | (2) | (2) | Common Units | 310,009 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Stonepeak Catarina Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Stonepeak Catarina Upper Holdings LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Stonepeak Infrastructure Fund (Orion AIV) LP 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Stonepeak Associates LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Stonepeak GP Holdings LP 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Stonepeak GP Investors LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Stonepeak GP Investors Manager LLC 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Dorrell Michael B. 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |
| Vichie Trent D 717 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | | See Remarks |

Signatures

/s/ Michael
Dorrell 02/04/2019

**Signature of
Reporting Person Date

/s/ Trent Vichie
02/04/2019

**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) These Class B Preferred Units (the "Preferred Units") were payable by the Issuer on August 31, 2018, to Preferred Unit holders of record on August 21, 2018, in satisfaction of the non-cash component of the second quarter 2018 distribution on the Preferred Units.

The Preferred Units are convertible into Common Units at any time, at the holder's election, subject to the requirement to convert a minimum of \$17.5 million of Preferred Units. The Preferred Units have no expiration date. Each Preferred Unit is currently convertible into one Common Unit.
- (2) These Preferred Units are owned directly by Stonepeak Catarina Holdings LLC, and indirectly by Stonepeak Catarina Upper Holdings LLC, Stonepeak Infrastructure Fund (Orion AIV) LP, Stonepeak Associates LLC, Stonepeak GP Holdings LP, Stonepeak GP Investors LLC, Stonepeak GP Investors Manager LLC, Michael Dorrell and Trent Vichie. Stonepeak Catarina Upper Holdings LLC is the managing member of Stonepeak Catarina Holdings LLC. Stonepeak Infrastructure Fund (Orion AIV) LP is the managing member of Stonepeak Catarina Upper Holdings LLC. Stonepeak Associates LLC is the general partner of Stonepeak Infrastructure Fund (Orion AIV) LP. Stonepeak GP Holdings LP is the sole member of Stonepeak Associates LLC. Stonepeak GP Investors LLC is the general partner of Stonepeak GP Holdings LP. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors LLC. Each of Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.
- (3) Each Reporting Person disclaims beneficial ownership of the Preferred Units except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Preferred Units for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.
- (4)

Remarks:

Exhibit 99.1: Additional Signatures.

Solely for purposes of Section 16 of the Exchange Act, each of the Reporting Persons may be deemed to be directors-by-deput

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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