

EnLink Midstream, LLC
Form 8-K
March 25, 2015

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): **March 24, 2015**

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:

- 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 (the Registrant) 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 March 25, 2015, the Partnership entered into an underwriting agreement (the Underwriting Agreement) with Southwestern Gas Pipeline, L.L.C. (the Selling Unitholder) and Morgan Stanley & Co. LLC, as representative of the several underwriters named therein (the Underwriters), with respect to the sale in an underwritten public offering by the Selling Unitholder of 22,800,000 common units representing limited partner interests in the Partnership (the Common Units) for a price to the public of \$25.71 per Common Unit (the Public Offering). In addition, the Selling Unitholder has granted the Underwriters a 30-day option to purchase up to an additional 3,420,000 Common Units pursuant to the Underwriting Agreement. The Selling Unitholder is a wholly owned subsidiary of Devon Energy Corporation, which indirectly controls the general partner of the Partnership.

The Public Offering was registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a shelf registration statement on Form S-3 (File No. 333-194465) (the Registration Statement), which became effective automatically upon filing with the Securities and Exchange Commission (the Commission) on March 10, 2014, as supplemented by the Partnership's prospectus supplement thereto dated March 25, 2015. The closing of the Public Offering is expected to occur on March 30, 2015, subject to customary closing conditions. The Partnership will not receive any proceeds from the sale of the Common Units by the Selling Unitholder in the Public Offering.

In the Underwriting Agreement, the Partnership and the Selling Unitholder agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The foregoing description is qualified in its entirety by reference to the text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K (this Current Report) and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On March 24, 2015, the Partnership issued a press release announcing the commencement of the Public Offering. On March 25, 2015, the Partnership issued a press release announcing the pricing of the Common Units to be issued and sold pursuant to the Public Offering. Copies of the press releases are furnished as Exhibits 99.1 and 99.2 to this Current Report.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in Exhibits 99.1 and 99.2 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

In accordance with General Instruction B.2 of Form 8-K, the information set forth in Exhibits 99.1 and 99.2 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act.

| EXHIBIT NUMBER | DESCRIPTION |
|-----------------------|--|
| 1.1 | Underwriting Agreement, dated as of March 25, 2015, by and among the Partnership, Southwestern Gas Pipeline, L.L.C. and Morgan Stanley & Co. LLC, as representative of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated March 24, 2015 filed with the Commission on March 25, 2015). |
| 99.1 | Press Release dated March 24, 2015 (incorporated by reference to Exhibit 99.1 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated March 24, 2015 filed with the Commission on March 25, 2015). |
| 99.2 | Press Release dated March 25, 2015 (incorporated by reference to Exhibit 99.2 to EnLink Midstream Partners, LP's Current Report on Form 8-K dated March 24, 2015 filed with the Commission on March 25, 2015). |

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: March 25, 2015

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

INDEX TO EXHIBITS

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