

# ENLINK MIDSTREAM PARTNERS, LP

Reported by  
**DEVON ENERGY CORP /OK/**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/17/14 for the Period Ending 03/07/14

Address	2501 CEDAR SPRINGS RD. DALLAS, TX 75201
Telephone	214-953-9500
CIK	0001179060
Symbol	ENLK
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30  
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *  <b>DEVON ENERGY CORP/DE</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>3/7/2014</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>EnLink Midstream Partners, LP [ENLK]</b>
(Last) (First) (Middle)  <b>333 WEST SHERIDAN AVE.</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>	
(Street)  <b>OKLAHOMA CITY, OK 73102</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### 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)
<b>Common Units</b>	<b>16414830</b>	<b>I (1)</b>	<b>See Footnote (1)</b>

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Class B Common Units</b>	<b>(2)</b>	<b>(2)</b>	<b>Common Units</b>	<b>120542441</b>	<b>(2)</b>	<b>I (3)</b>	<b>See Footnote (3)</b>

#### Explanation of Responses:

- (1) These Common Units are owned directly by Crosstex Energy, Inc. ("Crosstex"). As the indirect owner of 70.4% of the outstanding membership interest in EnLink Midstream, LLC ("EnLink Midstream") (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, LLC, EnLink Midstream's managing member ("EnLink Midstream Manager")), which is the holder of 100% of the outstanding common stock of Crosstex, each of Devon Energy Corporation ("Devon"), Devon Energy Corporation (Oklahoma) ("Devon OK") and Devon Gas Corporation ("Devon Gas") may be deemed to be beneficial owners of the reported Common Units.
- (2) Each Class B Common Unit will automatically convert into Common Units on a one-to-one basis on the first business day following the record date for the distribution payable with respect to the quarter ending March 31, 2014.
- (3) 86,790,558 of these Class B Common Units are owned directly by Devon Gas Services, L.P. ("Devon Gas Services") and 33,751,883 are

owned directly by Southwestern Gas Pipeline, Inc. ("Southwestern Gas"), each an indirect wholly owned subsidiary of Devon. Devon is a public company and owns 100% of the outstanding common stock of Devon OK. Devon OK owns 100% of the common stock of Devon Gas. Devon Gas owns 100% of the limited partner interests of Devon Gas Services and 100% of the outstanding common stock of Devon Gas Operating, Inc., the general partner of Devon Gas Services. Devon Gas also owns 100% of the outstanding common stock of Southwestern Gas. Due to these ownership interests, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the reported Class B Common Units.

**Remarks:**

Crosstex has the right to appoint all of the directors of EnLink Midstream GP, LLC, the general partner of the Issuer. Due to the relationships described in Footnote 1, each of Devon, Devon OK and Devon Gas may be deemed a director by deputization.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVON ENERGY CORP/DE 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102	X	X		
DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102	X	X		
Devon Gas Corp 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102	X	X		

**Signatures**

/s/ Carla D. Brockman, Vice President Corporate Governance and Secretary of Devon Energy Corporation

3/17/2014

\*\* Signature of Reporting Person

Date

/s/ Carla D. Brockman, Vice President and Secretary of Devon Energy Corporation (Oklahoma)

3/17/2014

\*\* Signature of Reporting Person

Date

/s/ Carla D. Brockman, Vice President and Secretary of Devon Gas Corporation

3/17/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

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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