

ENLINK MIDSTREAM PARTNERS, LP

Reported by
DEVON ENERGY CORP /OK/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/01/15 for the Period Ending 04/29/15

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

therein. Additionally, as the owner of 70.33% 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 EMI, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Common Units owned by EMI. Each of Devon, Devon OK and Devon Gas disclaim beneficial ownership of the Common Units owned by EMI in excess of their pecuniary interests therein.

- (4) Each Class D Common Unit will automatically convert into one Common Unit in the Issuer on a one-to-one basis on the first business day following the record date for distribution payments with respect to the distribution of the quarter ended March 31, 2015 and has no expiration date.
- (5) The Class D Common Units were acquired by Acacia Natural Gas Corp I, Inc. ("Acacia") pursuant to that certain Contribution and Transfer Agreement, dated as of February 17, 2015, by and among Acacia and the Issuer. As the owner of 70.33% of the outstanding membership interest in EnLink Midstream (as well as 100% of the outstanding membership interest in EnLink Midstream Manager, EnLink Midstream's managing member), which is the holder of 100% of the outstanding common stock of Acacia, Devon, Devon OK and Devon Gas may be deemed to be beneficial owners of the Class D Common Units owned by Acacia. Each of Devon, Devon OK and Devon Gas disclaim beneficial ownership of the Class D Common Units owned by Acacia in excess of their pecuniary interests therein.

Remarks:

EMI 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 Footnotes (2) and (3), 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		
DEVON ENERGY CORP /OK/ 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		
Devon Gas Corp 333 WEST SHERIDAN AVE. OKLAHOMA CITY, OK 73102		X		

Signatures

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

5/1/2015

** Signature of Reporting Person

Date

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

5/1/2015

** Signature of Reporting Person

Date

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

5/1/2015

** 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 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).

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

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.