

GOLDMAN SACHS GROUP INC

Form 4

February 15, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name **and** Ticker or Trading
Symbol

EnLink Midstream, LLC [ENLC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 WEST STREET

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

02/13-05/00/2019

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

(Street)

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

NEW YORK, NY 10282

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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 Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security	Code	V	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			(A)	(D)				
Series B Cumulative Convertible Preferred Units ⁽³⁾	<u>(3)</u>		02/13-05:00/2019	<u>J</u> ⁽³⁾	425,785	<u>(3)</u>	<u>(3)</u>	Common Units 489,65

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282				
WEST STREET INTERNATIONAL INFRASTRUCTURE PARTNERS III, L.P. 200 WEST STREET NEW YORK, NY 10282				
WEST STREET EUROPEAN INFRASTRUCTURE PARTNERS III, L.P. 200 WEST STREET NEW YORK, NY 10282				
West Street Global Infrastructure Partners III, L.P. 200 WEST STREET NEW YORK, NY 10282				
Broad Street Principal Investments, L.L.C. 200 WEST STREET NEW YORK, NY 10282				
West Street Energy Partners Offshore-B AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282				
West Street Energy Partners AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282				
West Street Energy Partners Offshore AIV-1, L.P. 200 WEST STREET NEW YORK, NY 10282				

West Street Energy Partners Offshore Holding-B AIV-1, L.P.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Yvette Kasic,
Attorney-in-fact 02/15-05:00/2019

__Signature of Reporting Person Date

/s/ Yvette Kasic,
Attorney-in-fact 02/15-05:00/2019

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Attorney-in-fact 02/15-05:00/2019

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), West Street International Infrastructure Partners III, L.P. ("WS International"), West Street European Infrastructure Partners III, L.P. ("WS European"), West Street Global Infrastructure Partners III, L.P. ("WS Global"), Broad Street Principal Investments, L.L.C. ("BS Principal"), West Street Energy Partners Offshore - B AIV-1, L.P. ("WS Offshore B"), West Street Energy Partners AIV-1, L.P. ("WS AIV"), West Street Energy Partners Offshore AIV-1, L.P. ("WS Offshore AIV"), West Street Energy Partners Offshore Holding - B AIV-1, L.P. ("WS Holdings B"), Broad Street Infrastructure Advisors III, L.L.C. ("BS Infrastructure"), (continued in footnote 2)

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and Broad Street Energy Advisors AIV-1, L.L.C. ("BS Energy AIV", and together with WS International, WS European, WS Global, BS Principal, WS Offshore B, WS AIV, WS Offshore AIV, WS Holdings B, BS Energy AIV and BS Infrastructure, the "GS Entities"),

- (2) WSIP Egypt Holdings, LP ("WSIP") and WSEP Egypt Holdings, LP ("WSEP", and together with WSIP, GS Group, Goldman Sachs and the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

On February 13, 2019, (i) EnLink MidStream Partners, LP ("ENLK") issued to Enfield Holdings, L.P. ("Enfield Holdings") 425,785 Series B Cumulative Convertible Preferred Units (the "Series B Preferred Units") as partial payment for the quarterly distribution declared on the Series B Preferred Units, and (ii) EnLink Midstream, LLC (the "Issuer") issued to Enfield Holdings an equal number of

- (3) Class C Common Units (the "Class C Common Units"). Pursuant to the terms of the Tenth Amended and Restated Agreement of Limited Partnership of ENLK, dated as of January 25, 2019, Enfield Holdings may exchange all or a portion of its Series B Preferred Units (along with a corresponding number of Class C Common Units) at any time for Common Units of the Issuer on a 1-for-1.15 basis, subject to certain adjustments. The right to exchange is not subject to an expiration date.

The GS Entities are the direct or indirect beneficial owners of WSIP and WSEP, which hold 100 shares of common stock, and have

- (4) appointed one of the two directors, of Enfield Holdings Advisors, Inc., which is the general partner of Enfield Holdings, which directly holds the Series B Preferred Units reported herein.

Because of the relationship by and between the GS Entities, WSIP and WSEP on the one hand and Enfield Holdings on the other hand,

- (5) the GS Entities, WSIP and WSEP may be deemed (for purposes of Rule 13d-3(a) and Rule 16a-1(a) only and not for any other applicable purpose), to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Enfield Holdings.

For purposes of Rule 13d-3(a) and Rule 16a-1(a) only (and not for any other applicable purpose), GS Group and Goldman Sachs may be deemed to beneficially own indirectly the securities reported herein to the extent of the greater of their respective direct or indirect

- (6) pecuniary interests in the profits or capital accounts of Enfield Holdings, as (i) Goldman Sachs is an investment manager of certain of the GS Entities, (ii) Goldman Sachs is a subsidiary of GS Group, and (iii) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities.

The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest

- (7) therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.

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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