SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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(City)

(State)

Stonepeak Infrastructure Fund (Orion AIV) LP

1. Name and Address of Reporting Person*

(Zip)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

		f Reporting Person [*] ina Holdings	<u>LLC</u>							Symbol <mark>ucture</mark>	<u>LP</u> [:	SNMP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
	SON YARI	,	/iddle) DR		ate of 29/20		st Trans	action (Month	I/Day/Yea	r)		Officer (give title x Delow) Other (specify below) See Remarks 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person			specify		
(Street) NEW Y(ORK N	Y 1	0001	4. lf	Amen	dment	, Date o	f Origin	al File	d (Month/	Day/Yea	ar)				on		
(City)	(St		Zip)															
1. Title of s	Security (Ins		I - NOn-Deriva	2A. I Exec if an	Deeme cution y	d	3. Trans Code	action (Instr.	4. Se	curities Acosed Of (D	cquired	(A) or	Beneficially (D) or Ownership (Inst Owned Indirect (I) 4) Following (Instr. 4)			Beneficial		
							Code	v	Amo	unt	(A) or (D)	Price	Reported Transaction(s (Instr. 3 and 4	s) 1)				
Common	Units		10/29/2021				A		10,8	32,186	Α	(1)	67,721,93	36	D ⁽³⁾⁽⁴⁾			
Common	Units												4,509,79	2	I ⁽²⁾⁽³⁾⁽⁴⁾	See Footno	otes ⁽²⁾⁽³⁾⁽⁴⁾	
		Tal	ole II - Derivat (e.g., pu											d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Trans Code 8)		of Deri Sec Acq (A) Disp of (I	oosed D) tr. 3, 4	6. Date Expira (Month	tion Da		Am Sec Und Der Sec	itle and ount of urities lerlying ivative urity (Inst nd 4)	tr. Derivative de Security Se (Instr. 5) Be Ov Fo Re Tra		Number of ivative curities neficially med lowing ported nsaction(s) str. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ownership orm: Beneficia birect (D) Ownershi r Indirect (Instr. 4)	
				Code	v	(A)	(D)	Date Exerci	sable	Expiratio Date	on Title	Amour or Numbe of Shares	er					
		f Reporting Person [*] Fina Holdings	<u>LLC</u>	,						*		1				3		
	SON YARI 34TH STRE	(First) DS ET, 48TH FLOC	(Middle)															
(Street) NEW YO	ORK	NY	10001		_													
(City)		(State)	(Zip)															
		f Reporting Person [*] rina Upper Ho	<u>ldings LLC</u>															
	SON YARI 34TH STRE	(First) DS ET, 48TH FLOC	(Middle)															
(Street)	ORK	NY	10001		-													

(Last)	(First)	(Middle)
55 HUDSON YAF 550 W. 34TH STR	RDS EET, 48TH FLOOR	
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Address <u>Stonepeak Ass</u>		
(Last) 55 HUDSON YAF 550 W. 34TH STR	(First) RDS EET, 48TH FLOOR	(Middle)
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Address <u>Stonepeak GP</u>		
(Last) 55 HUDSON YAF 550 W. 34TH STR	(First) RDS EET, 48TH FLOOR	(Middle)
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Address <u>Stonepeak GP</u>		
(Last) 55 HUDSON YAF 550 W. 34TH STR	(First) RDS EET, 48TH FLOOR	(Middle)
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Address Stonepeak GP	of Reporting Person [*] Investors Manag	<u>er LLC</u>
(Last) 55 HUDSON YAF	(First)	(Middle)
	EET, 48TH FLOOR	
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Address Dorrell Michae		
(Last) 55 HUDSON YAF 550 W. 34TH STR	(First) RDS EET, 48TH FLOOR	(Middle)
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)
1. Name and Address <u>Stonepeak Tex</u>	of Reporting Person [*] as Midstream Ho	ldco LLC

(Last)	(First)	(Middle)
550 WEST 34TH	STREET	
48TH FLOOR		
(Stroot)		
(Street) NEW YORK	NY	10001
(City)	(State)	(Zip)

Explanation of Responses:

1. On October 29, 2021, the Reporting Persons provided notice of its election to receive the third quarter 2021 quarterly distribution on the Class C Preferred Units in the form of Common Units, pursuant to which Stonepeak Catarina will acquire 10,832,186 Common Units on November 22, 2021.

2. These Common Units are owned directly by SP Common Equity Subsidiary LLC ("SPCE Sub"). Stonepeak Catarina is the sole member of SPCE Sub.

3. Stonepeak Texas Midstream Holdco LLC is the managing member of Stonepeak Catarina. Stonepeak Catarina Upper Holdings LLC is the majority owner member of Stonepeak Texas Midstream Holdco LLC. Stonepeak Infrastructure Fund (Orion AIV) LP is the managing member of Stonepeak Catarina Upper Holdings LLC. Stonepeak Associates LLC is the managing member of Stonepeak GP and Midstream Holdco LLC and 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 Manager LLC.

4. Each Reporting Person disclaims beneficial ownership of the Common 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 Common Units for purposes of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

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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 a director-by-deputization by virtue of Stonepeak Catarina's contractual right to, based on its current ownership, designate two persons to serve on the board of directors of the General Partner of the Issuer (the "Board"). Jack Howell and Luke Taylor, each an employee of Stonepeak Catarina, are members of the Board. In addition, Michael Bricker and John Steen also serve as members of the Board.

/s/ Michael Dorrell
** Signature of Boporting Borco

11/02/2021

** 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 Number.

STONEPEAK CATARINA HOLDINGS LLC
By: STONEPEAK TEXAS MIDSTREAM HOLDCO LLC, its managing member
By: STONEPEAK CATARINA UPPER HOLDINGS LLC, its managing member
By: STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP, its managing member
By: STONEPEAK ASSOCIATES LLC, its general partner
By: STONEPEAK GP HOLDINGS LP, its sole member
By: STONEPEAK GP INVESTORS LLC, its general partner
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: <u>/s/ Michael Dorrell</u>
Name: Michael Dorrell
Title: Managing Member
STONEPEAK CATARINA UPPER HOLDINGS LLC
By: STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP, its managing member
By: STONEPEAK ASSOCIATES LLC, its general partner
By: STONEPEAK GP HOLDINGS LP, its sole member
By: STONEPEAK GP INVESTORS LLC, its general partner
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: <u>/s/ Michael Dorrell</u>
Name: Michael Dorrell

Title: Managing Member

STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP

By: STONEPEAK ASSOCIATES LLC, its general partner By: STONEPEAK GP HOLDINGS LP, its sole member By: STONEPEAK GP INVESTORS LLC, its general partner By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member By: /s/ Michael Dorrell Name: Michael Dorrell Title: Managing Member

STONEPEAK ASSOCIATES LLC

By: STONEPEAK GP HOLDINGS LP, its sole member By: STONEPEAK GP INVESTORS LLC, its general partner By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member By: /s/ Michael Dorrell Name: Michael Dorrell Title: Managing Member

STONEPEAK GP HOLDINGS LP

By: STONEPEAK GP INVESTORS LLC, its general partner By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member By: /s/ Michael Dorrell Name: Michael Dorrell Title: Managing Member

STONEPEAK GP INVESTORS LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member By: /s/ Michael Dorrell Name: Michael Dorrell Title: Managing Member

STONEPEAK GP INVESTORS MANAGER LLC

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member Date: 11/02/2021

Date: 11/02/2021

Date: 11/02/2021

Date: 11/02/2021

Date: 11/02/2021

Date: 11/02/2021

STONEPEAK TEXAS MIDSTREAM HOLDCO LLC By: STONEPEAK ASSOCIATES LLC, its managing member By: STONEPEAK GP HOLDINGS LP, its sole member By: STONEPEAK GP INVESTORS LLC, its general partner By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell

Title: Managing Member

Date: 11/02/2021