

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Stonepeak GP Investors Holdings LP</u> (Last) (First) (Middle) 55 HUDSON YARDS 550 W. 34TH STREET, 48TH FLOOR (Street) NEW YORK NY 10001 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/26/2023	3. Issuer Name and Ticker or Trading Symbol <u>Evolve Transition Infrastructure LP [SNMP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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)
Common Units	191,234,608	I ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾	See Footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾
Common Units	4,509,792	I ⁽²⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾	See Footnotes ⁽²⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾
Common Units	9,000,000	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾	See Footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾
Class C Preferred Units ⁽⁶⁾	37,751,040	I ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾	See Footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: 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			
Warrant (right to buy)	(7)	(7)	Common Units	27,017,268 ⁽⁷⁾	0 ⁽⁸⁾	I ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾	See Footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾

1. Name and Address of Reporting Person* <u>Stonepeak GP Investors Holdings LP</u> (Last) (First) (Middle) 55 HUDSON YARDS 550 W. 34TH STREET, 48TH FLOOR (Street) NEW YORK NY 10001 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Stonepeak GP Investors Upper Holdings LP</u> (Last) (First) (Middle)

55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)
NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stonepeak GP Investors Holdings
Manager LLC](#)

(Last) (First) (Middle)

55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)
NEWYORK NY 10001

(City) (State) (Zip)

Explanation of Responses:

1. These Common Units, Class C Preferred Units and Warrant are owned directly by Stonepeak Catarina Holdings LLC ("Stonepeak Catarina").
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. These Common Units are owned directly by SP Preferred Equity Subsidiary LLC ("SPPE Sub"). Stonepeak Catarina is the sole member of SPPE Sub.
4. 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 Texas 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 Holdings LP is the managing member of Stonepeak GP Investors LLC. Stonepeak GP Investors Upper Holdings LP is the general partner of Stonepeak GP Investors Holdings LP. Stonepeak GP Investors Holdings Manager LLC is the general partner of Stonepeak GP Investors Upper Holdings LP.
5. Mr. Michael B. Dorrell is the Chairman, Chief Executive Officer, co-founder and sole member of Stonepeak GP Investors Holdings Manager LLC.
6. The Class C Preferred Units have the same voting rights as the holders of the Common Units but are not convertible into Common Units.
7. The Warrant may be exercised at any time and from time to time during the period beginning on August 2, 2019 and ending on the later of the seventh anniversary of such date and the date thirty days after the date on which all of the Class C Preferred Units have been redeemed for a number of Junior Securities (which includes equity interests of the Issuer and its general partner that rank junior to the Class C Preferred Units, including, but not limited to, Common Units) equal to 10% of the then-outstanding applicable class of Junior Securities as of the exercise date. As such, the number of Common Units underlying this Warrant as reported in Column 3 is an approximate and is subject to change.
8. No purchase price will be payable in connection with the exercise of the Warrant.
9. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.
10. Each of SPCE Sub, SPPE Sub, Stonepeak Catarina, Stonepeak Texas Midstream Holdco LLC, Stonepeak Catarina Upper Holdings LLC, Stonepeak Infrastructure Fund (Orion AIV) LP, Stonepeak Associates LLC, Stonepeak GP Holdings LP, Stonepeak GP Investors LLC, and Mr. Dorrell previously reported their beneficial ownership of the securities reported herein.

Remarks:

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"). David Kinder and Michael Heim serve as Stonepeak Catarina's designated directors on the Board. In addition, Michael Bricker and John Steen also serve as members of the Board.

[See Exhibit 99.1](#)

[07/06/2023](#)

** 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.

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 GP Investors Holdings LP

By: Stonepeak GP Investors Upper Holdings LP, its general partner
By: Stonepeak GP Investors Holdings Manager LLC, its general partner
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 07/06/2023

Stonepeak GP Investors Upper Holdings LP

By: Stonepeak GP Investors Holdings Manager LLC, its general partner
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 07/06/2023

Stonepeak GP Investors Holdings Manager LLC

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 07/06/2023
