

FORM 3

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 Texas Midstream Holdco LLC</u> (Last) (First) (Middle) <u>550 WEST 34TH STREET</u> <u>48TH FLOOR</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/17/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Sanchez Midstream Partners 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) <u>See Remarks</u> 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	4,650,439 ⁽¹⁾	I ⁽²⁾⁽⁴⁾⁽⁸⁾	See Footnotes ⁽²⁾⁽⁴⁾⁽⁸⁾
Common Units	393,291	I ⁽³⁾⁽⁴⁾⁽⁸⁾	See Footnotes ⁽³⁾⁽⁴⁾⁽⁸⁾
Class C Preferred Units ⁽⁵⁾	36,474,436	I ⁽³⁾⁽⁴⁾⁽⁸⁾	See Footnotes ⁽³⁾⁽⁴⁾⁽⁸⁾

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	(6)	(6)	Common Units	2,325,364	0 ⁽⁷⁾	I ⁽³⁾⁽⁴⁾⁽⁸⁾	See Footnotes ⁽³⁾⁽⁴⁾⁽⁸⁾

Explanation of Responses:

- This amount includes 140,647 Common Units that are subject to vesting.
- These Common Units are owned directly by SP Common Equity Subsidiary LLC ("SPCE Sub"). Stonepeak Catarina Holdings LLC ("Stonepeak Catarina") is the sole member of SPCE Sub.
- These Common Units, Class C Preferred Units and Warrant are owned directly by Stonepeak Catarina.
- 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 Manager LLC is the managing member of Stonepeak GP Investors LLC. Each of Mr. Dorrell and Mr. Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.
- The Class C Preferred Units have the same voting rights as the holders of the Common Units but are not convertible into Common Units.
- 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.
- No purchase price will be payable in connection with the exercise of the Warrant.
- Each Reporting Person disclaims beneficial ownership of the securities reported herein 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 such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

Exhibit 99.1: Additional Signatures. Solely for purposes of Section 16 of the Exchange Act, the Reporting Person 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.

See Exhibit 99.1

11/27/2020

** 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 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: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Managing Member

Date:

11/27/2020