

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Stonepeak Catarina Holdings LLC</u> (Last) (First) (Middle) <u>55 HUDSON YARDS</u> <u>550 W. 34TH STREET, 48TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sanchez Midstream Partners LP</u> [<u>SNMP</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. 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> 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 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	(A) or (D)	Price			
<u>Class C Preferred Units</u>	<u>11/20/2019</u>		<u>A</u> ⁽¹⁾		<u>1,007,820</u>	<u>A</u>	<u>(1)</u>	<u>33,258,043</u>	<u>D</u> ⁽²⁾⁽³⁾	

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 Derivative Security	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 Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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

1. Name and Address of Reporting Person*

[Stonepeak Associates LLC](#)

(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 Holdings LP](#)

(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 LLC](#)

(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 Manager LLC](#)

(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*

[Dorrell Michael B.](#)

(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*

[Vichie Trent D](#)

(Last)	(First)	(Middle)
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55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)		
NEW YORK	NY	10001
(City)	(State)	(Zip)

Explanation of Responses:

1. These Class C Preferred Units of the Issuer (the "Class C Preferred Units") are payable by the Issuer on November 29, 2019, to Class C Preferred Unit holders of record on November 20, 2019, in satisfaction of the third quarter 2019 distribution of the Class C Preferred Units (as authorized on October 30, 2019 by the Board of Directors of the general partner of the Issuer). The Class C Preferred Units have the same voting rights as the holders of the Common Units but are not convertible into Common Units.
2. These Class C Preferred Units are owned directly by Stonepeak Catarina Holdings LLC, and indirectly by Stonepeak Catarina Upper Holdings LLC, Stonepeak Infrastructure Fund (Orion AIV) LP, Stonepeak Associates LLC, Stonepeak GP Holdings LP, Stonepeak GP Investors LLC, Stonepeak GP Investors Manager LLC, Michael Dorrell and Trent Vichie. Stonepeak Catarina Upper Holdings LLC is the managing member of Stonepeak Catarina Holdings LLC. Stonepeak Infrastructure Fund (Orion AIV) LP is the managing member of Stonepeak Catarina Upper Holdings LLC. Stonepeak Associates LLC is 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 Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.
3. Each Reporting Person disclaims beneficial ownership of the Class C Preferred 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 Class C Preferred Units 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, each of the Reporting Persons may be deemed to be directors-by-deputization by virtue of Stonepeak Catarina Holdings LLC'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 Holdings LLC, are members of the Board.

<u>/s/ Michael Dorrell</u>	<u>11/22/2019</u>
<u>/s/ Trent Vichie</u>	<u>11/22/2019</u>
** 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 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: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member
11/22/2019

Date:

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: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member
11/22/2019

Date:

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
11/22/2019

Date:

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
11/22/2019

Date:

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
11/22/2019

Date:

STONEPEAK GP INVESTORS LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member
11/22/2019

Date:

STONEPEAK GP INVESTORS MANAGER LLC

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member
11/22/2019

Date:
