SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per 0.5 response:

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

			01 3600	011 00(11) 0	uic investille	ni Company Act	011040				
1. Name and Address of Reporting Person [*] <u>Evolve Transition</u> <u>Infrastructure GP LLC</u>			2. Date of Event Requiring Statement (Month/Day/Year) 01/05/2024		3. Issuer Name and Ticker or Trading Symbol <u>Evolve Transition Infrastructure LP</u> [SNMP]						
(Last) (First) (Middle) 1360 POST OAK BLVD. SUITE 2400		4. Relationship of Reporting Issuer (Check all applicable) Director X Officer (give title below)			10% C)wner (specify	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting 				
(Street) HOUSTON TX	X	77056	_						Х	Person Form filed Reporting	by More than One Person
(City) (St	tate)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount o Beneficially 4)	f Securities Owned (Instr.			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Units					6,52	24,812	I ⁽¹⁾⁽³⁾⁽	I (1)(3)(4)(5)(6)		See Footnotes ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	
Common Units					30	0,000	I ⁽²⁾⁽³⁾⁽	(4)(5)(6) See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾			3)(4)(5)(6)
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Expir				2. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Security (Instr. 4)		ty Convers or Exerc		cise Form:	6. Nature of Indirect Beneficial Ownership (Instr.
			Date Exercisable	Expiratio Date	n Title		Amount or Number of Shares	Price o Derivat Securit	ive	Direct (D) or Indirect (I) (Instr. 5)	5)
1. Name and Addre		-			,		,		,	<u>, </u>	
(Last) 1360 POST OA SUITE 2400	(First) AK BLVD	•	ddle)								
(Street) HOUSTON	TX 77056										
(City)	(State) (Zip)										
1. Name and Address of Reporting Person [*] SP Holdings, LLC											
(Last) (First) (Middle) 55 HUDSON YARDS											
550 W. 34TH STREET, 48TH FLOOR											
(Street) NEW YORK	NY	100)01								
(City)	(State)	e) (Zip)									

Explanation of Responses:

1. 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. Evolve Transition Infrastructure GP LLC (the "General Partner") is the manager of SPCE Sub.

2. These Common Units are owned directly by SP Preferred Equity Subsidiary LLC ("SPPE Sub"). Stonepeak Catarina is the sole member of SPPE Sub. The General Partner is the manager of SPPE Sub.

3. SP Holdings, LLC, a wholly-owned subsidiary of Stonepeak Catarina, is the sole member of the General Partner. 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. Stonepeak Catarina Upper Holdings LLC. Stonepeak Associates LLC is the managing member 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 is the general partner of Stonepeak GP Investors Holdings LP is the managing member of Stonepeak GP Investors Upper Holdings LP is the general partner of Stonepeak GP Investors Holdings LP.

4. Stonepeak GP Investors Holdings Manager LLC is the general partner of Stonepeak GP Investors Upper Holdings LP. Mr. Michael B. Dorrell is the Chairman, Chief Executive Officer, co-founder and sole member of Stonepeak GP Investors Holdings Manager LLC.

5. 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.

6. 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, Stonepeak GP Investors Holdings LP, Stonepeak GP Investors Holdi

 EVOLVE TRANSITION

 INFRASTRUCTURE GP

 LLC, By: SP Holdings,

 LLC, its sole member, By:

 /s/ Claire Campbell,

 Managing Director

 SP HOLDINGS, LLC, By:

 /s/ Claire Campbell,

 Managing Director

 /s/ Claire Campbell,

 Managing Director

 ** Signature of Reporting

 Person

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.