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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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			

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		f Reporting Person [*] rina Holdings	<u>LLC</u>							ng Symbol s <mark>tructure</mark>	<u>LP [</u>	SNMP		Relationship heck all app Direct	licab	ole)		n(s) to Iss 10% Ow	
(Last) (First) (Middle) 55 HUDSON YARDS			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2022								Officer (give title X Other (specify below) See Remarks								
550 W. 3	34TH STRE	EET, 48TH FLOO	DR																
(Street) NEW YORK NY 10001				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting								
(City)	(Si	ate) (Z	ľip)							A Person									
		Table	I - Non-Deriva	tive \$	Se	curitie	es Acq	uire	_	-			ficia	ally Own	ed				
1. Title of Security (Instr. 3) Date (Month/Day/Year			2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.		4. Securities Acqui Disposed Of (D) (Ir 5)				5. Amount of Securities Beneficially Owned Following Deported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	An	nount	(A) or (D)	Price	Ti	eported ransaction(s) nstr. 3 and 4)					
Common	u Units		01/31/2022				A		24	4,502,356	A	(1)		83,224,29	2	D ⁽³⁾⁽⁴⁾			
Common	u Units													4,509,792	2 I ⁽²⁾⁽⁴⁾⁽⁵⁾ See Footnot		tes ⁽²⁾⁽⁴⁾⁽⁵⁾		
Common	u Units													9,000,000	0	I ⁽³⁾⁽⁴⁾⁽⁵⁾) [See Footno	tes ⁽³⁾⁽⁴⁾⁽⁵⁾
		Tal	ole II - Derivati (e.g., pu							sposed o					d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, Transa		ransaction of code (Instr. Deriv.) Secur Acqui (A) or Dispo of (D)		sposed (D) str. 3, 4	vative rrities ired osed) r. 3, 4		e Exercisable and tion Date //Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		8. Price of Derivative Security (Instr. 5)	deri Sec Ber Ow Foll Rep Tra	lumber of ivative curities neficially ned lowing borted nsaction(s) str. 4)	For Dire or I	nership	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exerc	sisabl	Expiratic le Date	on Tit	Amou or Numb of Ie Share	ber						
		f Reporting Person [*] r <mark>ina Holdings</mark>	<u>LLC</u>																
	SON YARI 34TH STRE	(First) DS EET, 48TH FLOO	(Middle)		_														
(Street) NEW Y		NY	10001		_														
(City)		(State)	(Zip)																
1. Name and Address of Reporting Person [*] Stonepeak Catarina Upper Holdings LLC																			
	SON YARI		(Middle)		-														
550 W. 3	34TH STRE	ET, 48TH FLOC)R		_														
(Street) NEW Y	ORK	NY	10001																

1. Name and Address of Reporting Person*

(State)

(Zip)

(City)

Stonepeak Infrastructure Fund (Orion AIV) LP						
(Last)	(First)	(Middle)				
55 HUDSON YAR	DS					
550 W. 34TH STREET, 48TH FLOOR						
(Ctro at)						
(Street) NEW YORK	NY	10001				
,						
(City)	(State)	(Zip)				
1. Name and Address	of Reporting Person*					
Stonepeak Asso	ociates LLC					
(Last)	(First)	(Middle)				
55 HUDSON YAR	DS					
550 W. 34TH STR	EET, 48TH FLOOR					
(Street) NEW YORK	NY	10001				
(City)	(State)	(Zip)				
1. Name and Address	of Penorting Person*					
Stonepeak GP I						
(Last)	(First)	(Middle)				
55 HUDSON YAR	DS					
550 W. 34TH STR	EET, 48TH FLOOR					
(Street)						
NEW YORK	NY	10001				
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(City)	(State)	(Zip)				
1. Name and Address						
<u>этопереак GP</u>	Investors LLC					
		(Middle)				
Stonepeak GP J (Last) 55 HUDSON YAR	(First)	(Middle)				
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(Last) 55 HUDSON YAR 550 W. 34TH STR (Street) NEW YORK	(First) .DS EET, 48TH FLOOR NY	10001				
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1. Name and Address of Reporting Person [*] Stonepeak Texas Midstream Holdco LLC					
(Last) 550 WEST 34TH 48TH FLOOR	(First)	(Middle)			
(Street) NEW YORK	NY	10001			
(City)	(State)	(Zip)			

Explanation of Responses:

1. On January 31, 2022, the Reporting Persons provided notice of its election to receive the fourth quarter 2021 quarterly distribution on the Class C Preferred Units in the form of Common Units, pursuant to which Stonepeak Catarina Holdings LLC ("Stonepeak Catarina") will acquire 24,502,356 Common Units on February 22, 2022.

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. On November 9, 2021, Stonepeak Catarina transferred 9,000,000 Common Units to SP Preferred Equity Subsidiary LLC ("SPPE Sub") at no cost in a transaction exempt from Section 16 of the Exchange Act pursuant to Rule 16a-13. 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 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 Holdings LP is the sole member of Stonepeak GP Holdings LP. Stonepeak GP Investors LLC. Mr. Dorrell serves as the sole controlling managing member of Stonepeak GP Investors Manager LLC.

5. 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:

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 Reporting Person Date

02/02/2022

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 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: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member Date: 02/02/2022

Date: 02/02/2022

Date: 02/02/2022

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: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member	Date: 02/02/2022
STONEPEAK GP HOLDINGS LP By: STONEPEAK GP INVESTORS LLC, its general partner By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member Dry (c (Michael Degral)	
By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member STONEPEAK GP INVESTORS LLC	Date: 02/02/2022
By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell	
Title: Managing Member STONEPEAK GP INVESTORS MANAGER LLC By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell	Date: 02/02/2022
Title: Managing Member STONEPEAK TEXAS MIDSTREAM HOLDCO LLC By: STONEPEAK ASSOCIATES LLC, its managing member	Date: 02/02/2022
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: 02/02/2022

Date: 02/02/2022