FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
rvasiliigtoii,	D.C.	20040	

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

Stonepeak GP Investors Holdings LP

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

> > 11. Nature of Indirect Beneficial Ownership (Instr. 4)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or Se	ection	30(h) (of the	Inves	stment (Compa	ny Act o	of 1940						
ı		f Reporting Persor	ı*							or Tradii nfras	,	nbol ure L	<u>P</u> [s	NM		Relationsh Check all ap Dire		Person(s) to I	
(Last) (First) (Middle)				-	3. Date of Earliest Transaction (Month/Day/Year)											Offic belo	cer (give title w)		(specify
55 HUD	SON YARI	OS			10/3	1/202	23			•	•	,					See Rem	arks	
550 W. 3	34TH STRE	ET, 48TH FLC	OOR	ſ	4. If <i>A</i>	Amend	lment,	Date	of Or	riginal F	iled (M	onth/Da	ay/Year)		Individual (or Joint/Group F	iling (Check A	Applicable
(Street)	ORK N	Y	10001													Forn	m filed by One R m filed by More t		
(City)	(St	ate)	(Zip)	-	Rul	le 10)b5-	-1(c)) Tr	ansa	ctio	n Ind	icati	on					
(Oily)	(3)	atoj	(=-p)													contract, inst uction 10.	ruction or written	plan that is inte	ended to
		Tabl	e I - Non-Deriv	ati	ive S	Secu	rities	s Ac	quir	ed, D	ispos	sed of	f, or E	3en	efici	ally Owr	ned		
1. Title of	Security (Ins	tr. 3)	Date (Month/Day/Year)	Exe	A. Deemed xecution Date, any Month/Day/Year		;, T	3. Transactio Code (Inst r) 8)						Secui	ficially ed	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial C (Instr. 4)		
							c	ode	v	Amou	nt	(A) or (D)	Price		Repor Trans				
Class C I	Preferred U	nits	10/31/2023				4	A ⁽¹⁾		1,36	7,531	A	(1)	Ì	40,	439,858	I(2)(3)(4)(5)(6)	See Footr (4)(5)(6)	notes ⁽²⁾⁽³⁾
		Ta	able II - Derivat														ed		
1. Title of Derivative Security (Instr. 3) 2. Conversion Oate (Month/Day/Year Oberivative Security 3. Transaction Date (Month/Day/Year Oberivative Security			3A. Deemed Execution Date, if any		4. Transaction Code (Instr. 8)		5. Number of		6. I	options, convertible 6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title an Amount of Securities Underlyin Derivative Security (3 and 4)		od of s og	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Natu of Indire Benefic Owners (Instr. 4)
							of (D)) r. 3, 4					Sano	4)			Transaction(s)		
					Code	v	(A)	(D)	Dar	te ercisabl		oiration	Title	or Nu of	nount mber ares				
1		Reporting Persor	*	_															
	SON YARI		(Middle)																
550 W. 3	34TH STRE	EET, 48TH FLC	OOR			_													
(Street) NEW Y	ORK	NY	10001			_													
(City)		(State)	(Zip)																
ı		Reporting Persor																	
	SON YARI		(Middle)																
550 W. 3	34TH STRE	EET, 48TH FLC	OOR			_													
(Street) NEW Y	ORK	NY	10001																
(City)		(State)	(Zip)																
1. Name a	nd Address o	f Reporting Persor	ı*			7													

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

Explanation of Responses:

- 1. These Class C Preferred Units of the Issuer (the "Class C Preferred Units") are payable by the Issuer in satisfaction of the third quarter 2023 distribution of the Class C Preferred Units. 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 ("Stonepeak Catarina").
- 3. 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 GN Midstream Holdco LLC and the general partner of Stonepeak Infrastructure Fund (Orion AIV) LP. Stonepeak GP Holdings LP is the sole member of Stonepeak GN Envestors LLC. Stonepeak GP Investors LLC is the general partner of Stonepeak GP Investors Holdings LP is the managing member of Stonepeak GP Investors LLC. Stonepeak GP Investors Holdings LP is the general partner of Stonepeak GP Investors Holdings LP. Stonepeak GP Investors Holdings LP is the general partner of Stonepeak GP Investors Upper Holdings LP.
- 4. Mr. Michael B. Dorrell is the Chairman, Chief Executive Officer, co-founder and sole member of Stonepeak GP Investors Holdings Manager LLC.
- 5. 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 Holdings LD, Stonepeak GP Investors Holdings Manager LLC and Mr. Dorrell (collectively, the "Reporting Persons") are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act but, because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, Stonepeak Catarina, Stonepeak Texas Midstream Holdco LLC, Stonepeak Catarina Upper Holdings LLC, Stonepeak Infrastructure Fund (Orion AIV) LP and Stonepeak Associates LLC have jointly filed with the other Reporting Persons on a separate Form 4 filing submitted on the same day hereof.
- 6. 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 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.

/s/ Michael Dorrell 11/02/2023

** 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 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.

Exhibit 99.1

STONEPEAK GP HOLDINGS LP

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS HOLDINGS LP, its managing member By: STONEPEAK GP INVESTORS UPPER HOLDINGS LP, its general partner

By: STONEPEAK GP INVESTORS HOLDINGS MANAGER LLC, its general partner

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell

Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 11/02/2023

STONEPEAK GP INVESTORS LLC

By: STONEPEAK GP INVESTORS HOLDINGS LP, its managing member By: STONEPEAK GP INVESTORS UPPER HOLDINGS LP, its general partner By: STONEPEAK GP INVESTORS HOLDINGS MANAGER LLC, its general partner

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell

Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 11/02/2023

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: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell

Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 11/02/2023

STONEPEAK GP INVESTORS UPPER HOLDINGS LP

By: STONEPEAK GP INVESTORS HOLDINGS MANAGER LLC, its general partner

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell

Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 11/02/2023

STONEPEAK GP INVESTORS HOLDINGS MANAGER LLC

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell

Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 11/02/2023