

Marlin Midstream Partners, LP
 Form 4/A
 August 26, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Maxwell W Keith III

2. Issuer Name and Ticker or Trading Symbol
 Marlin Midstream Partners, LP
 [FISH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/29/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 SEE FOOTNOTES 2 & 6

C/O MARLIN MIDSTREAM PARTNERS, LP, 2105 CITY WEST BOULEVARD, SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/25/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77042

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units representing limited partner interests | 07/29/2013 | | P | 1 A | \$ 19.62 1,939,266 ⁽¹⁾ | I | See footnotes ⁽¹⁾ ⁽²⁾ |
| Common Units representing limited partner | 08/27/2013 | | P | 185.318 ⁽³⁾ A | \$ 19.28 ⁽³⁾ 1,939,451.318 ⁽⁴⁾ | I | See footnotes ⁽²⁾ ⁽⁴⁾ |

interests

Common
Units
representing
limited
partner
interests

33,200 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Subordinated Units (Limited Partner Interests) | (5) | | | | | (5) (5) | Common Units | 8,724,545 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maxwell W Keith III C/O MARLIN MIDSTREAM PARTNERS, LP 2105 CITY WEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X | X | SEE FOOTNOTES 2 & 6 | |
| NuDevco Midstream Development, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | | X | | |

| | |
|---|---|
| NuDevco Partners, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |
| NuDevco Partners Holdings, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |
| Marlin Midstream GP, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |
| Marlin IDR Holdings, LLC 2105 CITYWEST BOULEVARD, SUITE 100 HOUSTON, TX 77042 | X |

Signatures

| | |
|---|------------|
| /s/ Terry D. Jones, Attorney-in-fact for W. Keith Maxwell III | 08/26/2014 |
| __Signature of Reporting Person | Date |
| /s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Midstream Development, LLC | 08/26/2014 |
| __Signature of Reporting Person | Date |
| /s/ Terry D. Jones, Executive Vice President and General Counsel Marlin Midstream GP, LLC | 08/26/2014 |
| __Signature of Reporting Person | Date |
| /s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Partners, LLC | 08/26/2014 |
| __Signature of Reporting Person | Date |
| /s/ Terry D. Jones, Executive Vice President and General Counsel NuDevco Partners Holdings, LLC | 08/26/2014 |
| __Signature of Reporting Person | Date |
| /s/ Terry D. Jones, Executive Vice President and General Counsel Marlin IDR Holdings, LLC | 08/26/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

(1) Of the 1,939,266 units reported, 1,939,265 units are owned directly by NuDevco and 1 unit is owned directly by an immediate family member of W. Keith Maxwell III. Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR Holdings are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.

(2) This Form 4 is filed jointly by W. Keith Maxwell III, NuDevco Partners, LLC ("NuDevco Partners"), NuDevco Partners Holdings, LLC ("NuDevco Holdings"), NuDevco Midstream Development, LLC ("NuDevco"), Marlin Midstream GP, LLC (the "General Partner") and Marlin IDR Holdings, LLC ("Marlin IDR Holdings") in connection with the open market purchase of common units representing limited partner interests in the issuer by an immediate family member of W. Keith Maxwell III.

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- (3) Includes 175 units acquired at a price of \$19.28 each on August 27, 2013, and 3.51 units acquired on February 10, 2014 at a price of \$17.45 each, 3,446 units acquired on May 7, 2014 at a price of \$18.39 each and 3,362 units acquired on August 6, 2014 at a price of \$19.48 each under a broker-dealer's dividend reinvestment program.

- (4) Of the 1,939,451.318 units reported, 1,939,265 units are owned directly by NuDevco and 186.318 units are owned directly by immediate family members of W. Keith Maxwell III. Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR Holdings are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.

- (5) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-189645).

- (6) Mr. Maxwell is the sole member of NuDevco Partners. NuDevco Partners is the sole member of NuDevco Holdings. NuDevco Holdings is the sole member of NuDevco. NuDevco is the sole member of both the General Partner and Marlin IDR Holdings. Accordingly, NuDevco Partners, NuDevco Holdings, NuDevco, the General Partner and Marlin IDR Holdings are direct and indirect wholly owned subsidiaries of Mr. Maxwell, and Mr. Maxwell, NuDevco Partners and NuDevco Holdings may be deemed to indirectly own the securities of the Issuer directly held by NuDevco and the General Partner, and NuDevco may be deemed to indirectly own the securities of the Issuer held directly by the General Partner, but each disclaims beneficial ownership except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.