

Dominion Midstream Partners, LP
Form SC 13D/A
January 29, 2016

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934*
(Amendment No. 2)

DOMINION MIDSTREAM PARTNERS, LP
(Name of Issuer)
Common Units Representing Limited Partner Interests

(Title of Class of Securities)

257454108

(CUSIP Number)

Mark O. Webb

Dominion Resources, Inc.

120 Tredegar Street

Richmond, Virginia 23210

(804) 819-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 26, 2016

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box "X".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 Names of reporting persons

Dominion Resources, Inc.

I.R.S. identification nos. of above persons (entities only)

54-1229715

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Virginia

Number of **7** Sole voting power

Shares

Beneficially **0**

8 Shared voting power

Owned by

Each

50,076,565¹

Reporting **9** Sole dispositive power

Person

with **0**

10 Shared dispositive power

50,076,565¹

11 Aggregate amount beneficially owned by each reporting person

50,076,565¹

12 Check box if the aggregate amount in row (11) excludes certain shares ☐

13 Percent of class represented by amount in row (11)

64.5%²

14 Type of reporting person

CO

1. Includes 11,847,789 common units representing limited partner interests (Common Units) and 31,972,789 subordinated units representing limited partner interests (Subordinated Units) in the Issuer held directly by Dominion MLP Holding Company, LLC (Holdco).

Dominion Cove Point, Inc. (Cove Point) owns all of the membership interests in Holdco and Dominion Resources, Inc. (Dominion) owns all of the common stock of Cove Point. Accordingly, Dominion may be deemed to indirectly beneficially own the Common Units and Subordinated Units directly held by Holdco. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the expiration of the Subordination Period, which is defined in the Issuer's First Amended and Restated Agreement of Limited Partnership, which is filed as Exhibit 1 hereto and is incorporated herein by reference. Because the Subordinated Units were acquired in connection with transactions having the effect of changing or influencing the control of the Issuer, such Subordinated Units are considered converted for the purposes of these calculations pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended. Also includes 5,112,139 Common Units held directly by Dominion MLP Holding Company II, Inc. (Holdco II) and 1,143,848 Common Units held directly by Dominion MLP Holding Company III, Inc. (Holdco III). Dominion owns all of the common stock of both Holdco II and Holdco III and therefore may be deemed to indirectly beneficially own all of the Common Units directly held by Holdco II and by Holdco III.

2. Based upon 45,722,371 Common Units and 31,972,789 Subordinated Units outstanding as of January 26, 2016, such numbers having been provided to the filing persons by the Issuer.

1 Names of reporting persons

Dominion Cove Point, Inc.

I.R.S. identification nos. of above persons (entities only)

81-0571791

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Virginia

Number of **7** Sole voting power

Shares

Beneficially **8** 0
Owned by Shared voting power

Owned by

Each

Reporting **9** 43,820,578¹
Sole dispositive power

Person

with **10** 0
Shared dispositive power

43,820,578¹

11 Aggregate amount beneficially owned by each reporting person

43,820,578¹

12 Check box if the aggregate amount in row (11) excludes certain shares ☐

13 Percent of class represented by amount in row (11)

56.4%²

14 Type of reporting person

CO

1. Includes 11,847,789 Common Units and 31,972,789 Subordinated Units in the Issuer held directly by Holdco. Cove Point owns all of the membership interests in Holdco. Accordingly, Cove Point may be deemed to indirectly beneficially own the Common Units and

Subordinated Units directly held by Holdco. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the expiration of the Subordination Period, which is defined in the Issuer's First Amended and Restated Agreement of Limited Partnership, which is filed as Exhibit 1 hereto and is incorporated herein by reference. Because the Subordinated Units were acquired in connection with transactions having the effect of changing or influencing the control of the Issuer, such Subordinated Units are considered converted for the purposes of these calculations pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

2. Based upon 45,722,371 Common Units and 31,972,789 Subordinated Units outstanding as of January 26, 2016, such numbers having been provided to the filing persons by the Issuer.

1 Names of reporting persons

Dominion MLP Holding Company, LLC

I.R.S. identification nos. of above persons (entities only)

46-5165270

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of **7** Sole voting power

Shares

Beneficially **0**

8 Shared voting power

Owned by

Each

43,820,578¹

Reporting **9** Sole dispositive power

Person

with **0**

10 Shared dispositive power

43,820,578¹

11 Aggregate amount beneficially owned by each reporting person

43,820,578¹

12 Check box if the aggregate amount in row (11) excludes certain shares "

13 Percent of class represented by amount in row (11)

56.4%²

14 Type of reporting person

OO (Limited Liability Company)

1. Includes 11,847,789 Common Units and 31,972,789 Subordinated Units in the Issuer held directly by Holdco. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the expiration of the Subordination Period, which is defined in the

Issuer's First Amended and Restated Agreement of Limited Partnership, which is filed as Exhibit 1 hereto and is incorporated herein by reference. Because the Subordinated Units were acquired in connection with transactions having the effect of changing or influencing the control of the Issuer, such Subordinated Units are considered converted for the purposes of these calculations pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

2. Based upon 45,722,371 Common Units and 31,972,789 Subordinated Units outstanding as of January 26, 2016, such numbers having been provided to the filing persons by the Issuer.

1 Names of reporting persons

Dominion MLP Holding Company II, Inc.

I.R.S. identification nos. of above persons (entities only)

47-3459919

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Virginia

Number of **7** Sole voting power

Shares

Beneficially **0**

8 Shared voting power

Owned by

Each

5,112,139¹

Reporting **9** Sole dispositive power

Person

with **0**

10 Shared dispositive power

5,112,139¹

11 Aggregate amount beneficially owned by each reporting person

5,112,139¹

12 Check box if the aggregate amount in row (11) excludes certain shares "

13 Percent of class represented by amount in row (11)

11.2%²

14 Type of reporting person

CO

1. Includes 5,112,139 Common Units held directly by Holdco II.

2. Based upon 45,722,371 Common Units outstanding as of January 26, 2016, such numbers having been provided to the filing persons by the Issuer.

Note: This Amendment No. 2 amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on April 2, 2015 and subsequently amended on October 6, 2015. Capitalized terms used in this Amendment No. 2 and not defined herein have the respective meanings ascribed to such terms in the Schedule 13D, as previously amended.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated as follows:

Items 11 and 13 of each Cover Page state the aggregate number and percentage of Units beneficially owned by the applicable Reporting Person. Such information is incorporated herein by reference.

The Subordinated Units may be converted into Common Units on a one-for-one basis upon the expiration of the Subordination Period, which is defined in the Issuer's First Amended and Restated Agreement of Limited Partnership (which is filed as Exhibit 1 hereto and is incorporated herein by reference) (the Partnership Agreement). Because the Subordinated Units were acquired in connection with transactions having the effect of changing or influencing the control of the Issuer, such Subordinated Units are considered converted for the purposes of certain beneficial ownership calculations contained herein pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended. Accordingly, the numbers reported in Items 7 through 11 of each Cover Page include both the Common Units and the Subordinated Units beneficially owned by the applicable Reporting Person, other than the Cover Page for Holdco II which includes only Common Units. Similarly, the percentage reported in Item 13 of each Cover Page is based on the approximate number of Common Units (45,722,371) and Subordinated Units (31,972,789) issued and outstanding as of January 26, 2016, other than the percentage reported on the Cover Page for Holdco II, which is based solely on the approximate number of Common Units issued and outstanding as of January 26, 2016.

Holdco is the record holder of 43,820,578 Units (11,847,789 Common Units and 31,972,789 Subordinated Units), over which it shares voting and dispositive power with Cove Point and Dominion due to Cove Point's ownership of 100% of the membership interests of Holdco and Dominion's ownership of 100% of the common stock of Cove Point. Holdco II is the record holder of 5,112,139 Common Units over which it shares voting and dispositive power with Dominion due to Dominion's ownership of 100% of the common stock of Holdco II. Holdco III is the record holder of 1,143,848 Common Units over which it shares voting and dispositive power with Dominion due to Dominion's ownership of 100% of the common stock of Holdco III.

The number of Units held by each of the Reporting Persons' directors and executive officers, all of which are Common Units, is set forth on Schedule A and is incorporated herein by reference.

Each of the Reporting Persons disclaims beneficial ownership of the securities held by others, including the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, if any.

Item 5(c) is hereby amended and restated as follows:

All transactions in Common Units effected by the Reporting Persons during the past sixty days are set forth on Schedule B. To the best of the Reporting Persons' knowledge, all transactions in Common Units effected by the Reporting Persons' directors and officers during the past sixty days are also disclosed on Schedule B.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2016

DOMINION RESOURCES, INC.

a Virginia corporation

By:

/s/ Mark O. Webb

Mark O. Webb

Vice President, General Counsel and Chief Risk Officer

DOMINION COVE POINT, INC.

a Virginia corporation

By:

/s/ Mark O. Webb

Mark O. Webb

Vice President and General Counsel

DOMINION MLP HOLDING COMPANY, LLC

A Delaware limited liability company

By:

/s/ Mark O. Webb

Mark O. Webb

Vice President and General Counsel

DOMINION MLP HOLDING COMPANY II, INC.

A Virginia corporation

By:

/s/ Mark O. Webb

Mark O. Webb

Vice President and General Counsel

SCHEDULE A**DIRECTORS AND EXECUTIVE OFFICERS OF****DOMINION RESOURCES, INC.**

The business address of each person listed below is c/o Dominion Resources, Inc., 120 Tredegar Street, Richmond, Virginia 23219. Each person is a United States citizen.

Directors:

<u>Name</u>	<u>Present Principal Occupation</u>	<u>Units Held</u>
William P. Barr	Former Attorney General of the United States and Retired Executive Vice President and General Counsel, Verizon Communications, Inc.	63,200
Helen E. Dragas	President and Chief Executive Officer, The Dragas Corporation	25,000
Adm. James O. Ellis, Jr., U.S. Navy (Ret.)	Retired President and Chief Executive Officer, Institute of Nuclear Power Operations	10,000
Thomas F. Farrell II	Chairman, President and Chief Executive Officer	69,900
John W. Harris	President and Chief Executive Officer, Lincoln Harris LLC	25,000
Mark J. Kington	Managing Director, Kington Management, LLC	100,000
Pamela J. Royal, M.D.	Dermatologist, Royal Dermatology and Aesthetic Skin Care, Inc.	2,400
Robert H. Spilman, Jr.	President and Chief Executive Officer, Bassett Furniture Industries, Incorporated	12,500
Michael E. Szymanczyk	Retired Chairman and Chief Executive Officer, Altria Group, Inc.	25,000
David A. Wollard	Founding Chairman of the Board, Emeritus, Exempla Healthcare	20,846

Executive Officers:

<u>Name</u>	<u>Present Principal Occupation</u>	<u>Units Held</u>
Thomas F. Farrell II	Chairman, President and Chief Executive Officer	69,900

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Mark F. McGettrick	Executive Vice President and Chief Financial Officer	64,900
David A. Christian	Executive Vice President and Chief Executive Officer Energy Infrastructure Group	13,200
Paul D. Koonce	Executive Vice President and Chief Executive Officer Dominion Generation Group	50,000
David A. Heacock	President and Chief Nuclear Officer, Dominion Nuclear	5,000

Robert M. Blue	Senior Vice President Regulation, Law, Energy Solutions and Policy	5,000
Michele L. Cardiff	Vice President, Controller and Chief Accounting Officer	500
Diane Leopold	President, Dominion Energy <i>[Schedule A Continues on Next Page]</i>	2,500

DIRECTORS AND EXECUTIVE OFFICERS OF

DOMINION COVE POINT, INC.

The business address of each person listed below is c/o Dominion Cove Point, Inc., 120 Tredegar Street, Richmond, Virginia 23219. Each person is a United States citizen.

Directors:

Name	Present Principal Occupation	Units Held
Thomas F. Farrell II	Chairman, President and Chief Executive Officer of Dominion Resources, Inc.	69,900
David A. Christian	Executive Vice President and Chief Executive Officer Energy Infrastructure Group of Dominion Resources, Inc.	13,200
Mark F. McGettrick	Executive Vice President and Chief Financial Officer of Dominion Resources, Inc.	64,900

Executive Officers:

Name	Present Principal Occupation	Units Held
Diane Leopold	President	2,500
Michele L. Cardiff	Vice President (Principal Accounting Officer)	500

[Schedule A Continues on Next Page]

**DIRECTORS AND EXECUTIVE OFFICERS OF
DOMINION MLP HOLDING COMPANY, LLC**

The business address of each person listed below is c/o Dominion MLP Holding Company, LLC, 120 Tredegar Street, Richmond, Virginia 23219. Each person is a United States citizen.

Executive Officers:

Name	Present Principal Occupation	Units Held
Thomas F. Farrell II	Chief Executive Officer	69,900
Mark F. McGettrick	Executive Vice President and Chief Financial Officer	64,900
Michele L. Cardiff	Vice President, Controller and Chief Accounting Officer	500

[Schedule A Continues on Next Page]

**DIRECTORS AND EXECUTIVE OFFICERS OF
DOMINION MLP HOLDING COMPANY II, INC.**

The business address of each person listed below is c/o Dominion MLP Holding Company II, Inc., 120 Tredegar Street, Richmond, Virginia 23219. Each person is a United States citizen.

Director:

Name	Present Principal Occupation	Units Held
David A. Christian	Executive Vice President and Chief Executive Officer Energy Infrastructure Group of Dominion Resources, Inc.	13,200

Executive Officers:

Name	Present Principal Occupation	Units Held
Thomas F. Farrell II	President and Chief Executive Officer	69,900
Mark F. McGettrick	Executive Vice President and Chief Financial Officer	64,900
Michele L. Cardiff	Vice President, Controller and Chief Accounting Officer	500

[End of Schedule A]

SCHEDULE B

**TRANSACTIONS BY THE REPORTING PERSONS AND
DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS
DURING THE PAST 60 DAYS**

		Common Units	Weighted Average	Price Range for
Unit Holder	Date	Purchased	Price per Unit	Units Purchased
Holdco III*	12/02/2015	500	\$29.99	
Holdco III*	12/03/2015	22,572	\$29.4838	\$29.19-\$29.99
Holdco III*	12/04/2015	14,054	\$28.7707	\$28.02-\$29.01
Holdco III*	12/04/2015	9,579	\$29.1419	\$29.02-\$29.30
Holdco III*	12/07/2015	22,576	\$26.6348	\$26.01-\$26.93
Holdco III*	12/07/2015	5,500	\$27.5389	\$27.00-\$27.99
Holdco III*	12/07/2015	700	\$28.0129	\$28.00-\$28.02
Holdco III*	12/08/2015	13,534	\$28.1825	\$27.59-\$28.58
Holdco III*	12/08/2015	13,409	\$28.7420	\$28.5899-\$28.94
Holdco III*	12/08/2015	1,833	\$27.1546	\$26.59-\$27.40
Holdco III*	12/09/2015	15,635	\$29.6776	\$29.00-\$29.99
Holdco III*	12/09/2015	13,141	\$28.8226	\$28.01-\$28.98
Holdco III*	12/10/2015	27,058	\$28.7253	\$28.13-\$29.10
Holdco III*	12/10/2015	1,718	\$29.2889	\$29.11-\$29.42
Holdco III*	12/11/2015	18,122	\$26.6967	\$26.10-\$26.99
Holdco III*	12/11/2015	10,654	\$27.1961	\$27.00-\$27.50
Holdco III*	12/14/2015	39,594	\$26.1656	\$25.66-\$26.60
Holdco III*	12/14/2015	5,248	\$26.6782	\$26.61-\$26.72
Holdco III*	12/15/2015	22,100	\$26.2931	\$25.98-\$26.80
Holdco III*	12/15/2015	2,900	\$27.1297	\$26.96-\$27.40
Holdco III*	12/16/2015	15,554	\$27.5220	\$27.21-\$27.81
Holdco III*	12/16/2015	9,446	\$26.6387	\$26.20-\$27.05
Holdco III*	12/17/2015	20,707	\$27.2434	\$26.51-\$27.4899
Holdco III*	12/17/2015	4,293	\$27.6238	\$27.49-\$27.95
Holdco III*	12/18/2015	16,915	\$27.8722	\$27.10-\$28.00
Holdco III*	01/08/2016	1,700	\$27.99	
Holdco III*	01/11/2016	13,139	\$27.156	\$26.65-\$27.62
Holdco III*	01/11/2016	11,861	\$27.8115	\$27.63-\$27.99
Holdco III*	01/12/2016	19,962	\$26.3485	\$26.00-\$26.93
Holdco III*	01/12/2016	5,038	\$27.4182	\$26.97-\$27.99
Holdco III*	01/13/2016	18,305	\$26.1852	\$25.77-\$26.74
Holdco III*	01/13/2016	6,695	\$26.935	\$26.75-\$27.13
Holdco III*	01/14/2016	17,553	\$25.9863	\$25.36-\$26.34
Holdco III*	01/14/2016	7,447	\$26.4516	\$26.37-\$26.59
Holdco III*	01/15/2016	21,200	\$26.7981	\$26.10-\$27.0797
Holdco III*	01/15/2016	3,800	\$27.1678	\$27.08-\$27.2999
Holdco III*	01/19/2016	12,747	\$25.6478	\$25.17-\$26.08

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Holdco III*	01/19/2016	12,253	\$26.6456	\$26.12-\$26.97
Holdco III*	01/20/2016	15,306	\$24.6040	\$24.25-\$25.15
Holdco III*	01/20/2016	5,438	\$23.7546	\$23.22-\$24.1850
Holdco III*	01/20/2016	4,256	\$25.6355	\$25.32-\$25.84
Holdco III*	01/21/2016	13,633	\$25.7537	\$25.11-\$26.10
Holdco III*	01/21/2016	11,062	\$26.3031	\$26.12-\$26.42

Holdco III*	01/22/2016	6,262	\$27.8979	\$27.59-\$27.99
Holdco III*	01/25/2016	14,301	\$26.8318	\$26.37-\$27.345
Holdco III*	01/25/2016	10,441	\$27.6238	\$27.35-\$27.98
Holdco III*	01/26/2016	18,605	\$27.0028	\$26.40-\$27.31
Holdco III*	01/26/2016	6,100	\$27.4841	\$27.38-\$27.60

* Holdco III is a wholly owned subsidiary of Dominion.

[End of Schedule B]