

Midcoast Energy Partners, L.P.

Form 3

November 06, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*Â ENBRIDGE ENERGY  
PARTNERS LP

(Last) (First) (Middle)

1100 LOUISIANA ST,Â SUITE  
3300

(Street)

HOUSTON,Â TXÂ 77002-5217

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
11/06/20133. Issuer Name **and** Ticker or Trading Symbol  
Midcoast Energy Partners, L.P. [MEP]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☐ Form filed by One Reporting  
Person  
☒ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Class A Common Units representing limited  
partner interests 0 (3) (4)I (1) (2) (3) See footnotes (1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units (Limited Partner Interests)	Â <u>(5)</u>	Â <u>(5)</u>	Class B Common Units representing limited partner <u>(3)</u> <u>(4)</u> (5)	<u>(3)</u> <u>(4)</u>	\$ 0 <u>(5)</u>	I <u>(1)</u> <u>(2)</u>	See footnotes <u>(1)</u> <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENBRIDGE ENERGY PARTNERS LP 1100 LOUISIANA ST SUITE 3300 HOUSTON, TX 77002-5217	Â X	Â X	Â	Â
ENBRIDGE ENERGY CO INC 1100 LOUISIANA STREET, SUITE 3300 HOUSTON, TX 77002	Â X	Â X	Â	Â
ENBRIDGE ENERGY MANAGEMENT L L C 1100 LOUISIANA STREET, SUITE 3300 HOUSTON, TX 77002-5217	Â X	Â X	Â	Â
Midcoast Holdings, L.L.C. 1100 LOUISIANA STREET SUITE 3300 HOUSTON, TX 77002	Â X	Â X	Â	Â

## Signatures

Chris Kaitson, Vice President-Law, of the Delegee of the General Partner of Enbridge Energy Partners, L.P.	11/06/2013
__Signature of Reporting Person	Date
Chris Kaitson, Vice President - Law, Enbridge Energy Management, L.L.C.	11/06/2013
__Signature of Reporting Person	Date
Chris Kaitson, Vice President - Law, Enbridge Energy Company, Inc.	11/06/2013
__Signature of Reporting Person	Date
E. Chris Kaitson, Vice President-Law, Midcoast Holdings, L.L.C.	11/06/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

\* 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).

This Form 3 is filed jointly by Enbridge Energy Partners, L.P. ("EEP"), Midcoast Holdings, L.L.C., the Issuer's general partner (the "General Partner"), Enbridge Energy Company, Inc., the general partner of EEP ("EEP's GP"), and Enbridge Energy Management, L.L.C. ("Enbridge Management") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration

- (1) No.333-189341) (the "Registration Statement"). EEP directly owns all of the membership interests in the General Partner and is deemed to indirectly beneficially own the securities held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interests therein. (continued under Footnote 2)

(continued from Footnote 1) Through a delegation of control agreement, EEP's GP has delegated to Enbridge Management the authority to manage and control EEP's business and affairs, and as a result EEP's GP and Enbridge Management are deemed to indirectly

- (2) beneficially own the securities held by EEP, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

- (3) As of the effectiveness of the Registration Statement, EEP directly owns a 98% limited partner interest in the Issuer and the General Partner owns a 2% general partner interest in the Issuer.

As described in the Registration Statement, in connection with the formation transactions of the Issuer as of the closing of the initial public offering of the Issuer, EEP will hold: (i) 4,110,056 Class A common units in the Issuer, representing a 9% limited partner interest, and (ii) 22,610,056 subordinated units, representing a 49% limited partner interest in the Issuer, for a combined 58% limited partner

- (4) interest in the Issuer (or 1,335,056 common units and 22,610,056 subordinated units, representing a combined 52% limited partner interest in the Issuer, if the underwriters exercise their option to purchase additional common units in full), and all of incentive distribution rights of the Issuer, and the General Partner will directly hold 922,859 general partner units, representing its 2% general partner interest in the Issuer.

Each subordinated unit will convert into one Class B common unit at the end of the subordination period, and each Class B common unit

- (5) is convertible on a one for one basis into one Class A common unit at the election of the holder, each as more fully described in the Registration Statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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