

Midcoast Energy Partners, L.P.

Form 4

December 13, 2013

**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).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ENBRIDGE ENERGY PARTNERS  
LP**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Midcoast Energy Partners, L.P.  
[MEP]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1100 LOUISIANA ST, SUITE 3300**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/09/2013**

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
below)  
Refer to Footnotes (1) and (2)

**HOUSTON, TX 77002-5217**

4. 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

(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 Beneficial Ownership (Instr. 4)
Class A Common Units representing limited partner interests	12/09/2013		D(1)(2)	2,775,000 (1) (2)	\$ 16.92 (3)	1,335,056 (1) (2)	D (1) (2)

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

**Reporting Owner Name / Address**

Director	10% Owner	Officer	Other
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X

X

Refer to Footnotes (1)  
and (2)

X

X

X

X

Delegee of the General Partner

Bruce A. Stevenson, Corporate Secretary of the Delegee of the General Partner of Enbridge Energy Partners, L.P.

12/13/2013

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

Bruce A. Stevenson, Corporate Secretary of Enbridge Energy Company, Inc.

12/13/2013

Signature of Reporting Person

Date \_\_\_\_\_

Bruce A. Stevenson, Corporate Secretary of Enbridge Energy Management, L.L.C.

12/13/2013

## Edgar Filing: Midcoast Energy Partners, L.P. - Form 4

\_\_Signature of Reporting Person

Date

Bruce A. Stevenson, Corporate Secretary of Midcoast Holdings, L.L.C.

12/13/2013

\_\_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).

This Form 4 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") to reflect the redemption by the Issuer of common units from EEP in connection with the underwriters'

(1) exercise of the remaining over-allotment option for the initial public offering under the Issuer's Registration Statement on Form S-1 (Registration No. 333 189341). 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.

Through a delegation of control agreement, EEP's GP has delegated to Enbridge Management the authority to manage and control EEP's

(2) business and affairs, and EEP's GP and Enbridge Management are deemed to beneficially own the securities held by EEP, but disclaim such beneficial ownership interest except to the extent of their pecuniary interest therein.

(3) Represents the public offering price of \$18.00 per common unit less the underwriter's discount of \$1.08 per common unit.

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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