Hess Midstream Partners LP Form 3 April 04, 2017

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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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 \*

HESS CORP

(Last)

(First) (Middle) Statement

(Month/Day/Year)

04/04/2017

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Hess Midstream Partners LP [HESM]

> 4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

1185 AVENUE OF THE **AMERICAS** 

(Street)

(Check all applicable)

\_X\_ Director

Officer

\_X\_ 10% Owner Other (give title below) (specify below)

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

Person

\_X\_ Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10036

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Common Units I See footnote (1) 6,249,827

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

SEC 1473 (7-02)

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 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 Security** (Instr. 4)

5. Conversion Ownership or Exercise Form of Price of Derivative Derivative Security: Security

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Title

Direct (D)

### Edgar Filing: Hess Midstream Partners LP - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Subordinated Units	(2)	(2)	Common Units	13,639,827	\$ (2)	I	See footnote (1)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Othe	
HESS CORP 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	ÂX	ÂX	Â	Â	
Hess Investments North Dakota LLC 1501 MCKINNEY STREET HOUSTON, TX 77010	ÂX	ÂX	Â	Â	

# **Signatures**

- 9	
/s/Barry Schachter for Hess Corporation	04/04/2017
**Signature of Reporting Person	Date
/s/Barry Schachter for Hess Investments North Dakota LLC	04/04/2017
**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).
- The securities reported herein are held by Hess Investments North Dakota LLC, which is an indirect, wholly owned subsidiary of Hess (1). Corporation, a publicly traded company listed on the New York Stock Exchange. As a result, Hess Corporation may be deemed to
- (1) Corporation, a publicly traded company listed on the New York Stock Exchange. As a result, Hess Corporation may be deemed to beneficially own the securities held of record by Hess Investments North Dakota LLC.
  - The Subordinated Units will convert into Common Units on a one-for-one basis after the expiration of the Subordination Period (as
- (2) defined in the Second Amended and Restated Agreement of Limited Partnership of the Issuer (the "Partnership Agreement")), and other circumstances as noted in the Partnership Agreement.

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.

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