

AZURE MIDSTREAM PARTNERS, LP
 Form 4
 July 20, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Davis Victor

2. Issuer Name and Ticker or Trading Symbol
 AZURE MIDSTREAM PARTNERS, LP [AZUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 12377 MERIT DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/19/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President of Operations

DALLAS, TX 75251

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) |
|-----------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common units representing limited partner interests | 07/19/2016 ⁽¹⁾ | | M ⁽²⁾ | | 15,000 A \$ 0 ⁽³⁾ | 19,222 | D |
| Common units representing limited partner interests | 07/19/2016 ⁽¹⁾ | | F | | 3,968 ⁽⁴⁾ D \$ 0.66 | 15,254 | D |

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

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(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Phantom Units | (3) | 07/19/2016 | | M | 15,000 | 07/18/2016 (5) | Common Units | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Victor 12377 MERIT DRIVE SUITE 300 DALLAS, TX 75251 | | | Vice President of Operations | |

Signatures

/s/ Stacy Murray, as Attorney in Fact for Victor Davis 07/20/2016

**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) Date request was made by Issuer to Issuer's transfer agent to issue common units to those grantees whose phantom units vested on July 18, 2016, pursuant to the Marlin Midstream Partners, LP 2013 Long-Term Incentive Plan.
- (2) Represents the conversion upon vesting of phantom units into common units. On January 27, 2016, the Reporting Person was granted 15,000 phantom units of which 15,000 phantom units vested on July 18, 2016. Such phantom units were previously reported in Table II on a Form 4/A filed with the Securities and Exchange Commission on February 5, 2016. The common units into which such phantom units converted is reported in Table I on this Form 4.
- (3) Each phantom unit is the economic equivalent of one common unit (limited partner interest) and will entitle the grantee to receive one common unit or an amount of cash equal to the fair market value of a common unit upon the vesting of the phantom unit.

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- The Reporting Person is reporting the withholding by Azure Midstream Partners, LP of 3,968 common units to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the phantom units noted in footnote 2 above to the Reporting Person.
- (4) Phantom units do not expire.
- (5)

Remarks:

The Reporting Person is the Vice President - Operations of Azure Midstream Partners GP, LLC (the "General Partner"). The I

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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