

Crestwood Equity Partners LP
Form SC 13D/A
October 15, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Crestwood Equity Partners LP (f/k/a Inergy, L.P.)

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

456615103

(CUSIP Number)

Steven M. Dougherty

700 Louisiana Street, Suite 2060

Houston, TX 77002

(832) 519-2200

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

October 7, 2013

(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 of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

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 (however, see the Notes).

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Item 7. Material to be Filed as Exhibits

CUSIP No. 456615103

1 NAME OF REPORTING PERSON

Crestwood Gas Services Holdings LLC

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
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

49,421,509 Common Units*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

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WITH

10 SHARED DISPOSITIVE POWER

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.3%

14 TYPE OF REPORTING PERSON

OO

* Does not include 4,387,889 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

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1 NAME OF REPORTING PERSON

Crestwood Holdings II LLC

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1 NAME OF REPORTING PERSON

Crestwood Holdings Partners, LLC

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1 NAME OF REPORTING PERSON

FR XI CMP Holdings LLC

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CUSIP No. 456615103

1 NAME OF REPORTING PERSON

FR Midstream Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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CUSIP No. 456615103

1 NAME OF REPORTING PERSON

First Reserve GP XI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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4 SOURCE OF FUNDS

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1 NAME OF REPORTING PERSON

First Reserve GP XI, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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CUSIP No. 456615103

1 NAME OF REPORTING PERSON

William E. Macaulay

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This Amendment No. 1 to Schedule 13D is filed by the Reporting Persons as an amendment to the Schedule 13D filed with the SEC on June 19, 2013 (as amended, this Schedule 13D). This Amendment relates to the common units representing limited partner interests (Common Units) of Crestwood Equity Partners LP (f/k/a Inergy, L.P.), a Delaware limited partnership (the Issuer). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Schedule 13D.

Item 3. Sources and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and supplemented by adding the following at the end thereof:

On October 7, following the consummation of the Merger, pursuant to the Follow-On Contribution Agreement, Gas Services Holdings contributed to the Issuer 7,137,841 common units of NRGM that Gas Services Holdings received upon the consummation of the Merger in exchange for 14,318,396 Common Units of the Issuer (the Follow-On Contribution). After giving effect to the Follow-On Contribution, the Reporting Persons have the beneficial ownership of Common Units that is described in Item 5.

A copy of the Follow-On Contribution Agreement was filed as Exhibit F to the Schedule 13D and the description of the Follow-On Contribution Agreement contained herein is qualified in its entirety by reference to Exhibit F.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is amended and supplemented by adding the following at the end of the subsection entitled Merger Agreement :

At the Special Meeting of Unitholders of Crestwood held on October 4, 2013, Crestwood's unitholders approved the Merger Agreement.

Pursuant to the terms and conditions of the Merger Agreement, on October 7, 2013 (the Effective Time), the Reporting Persons disposed of all common units and Class D units of Crestwood beneficially owned by them and Merger Sub merged with and into Crestwood, with Crestwood surviving the Merger. Item 4 of the Schedule 13D is amended and supplemented by adding the following at the end of the subsection entitled The Follow-On Contribution :

The information contained in Item 3 of this Amendment No. 1 is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) and (b). The information contained on the cover pages of this Schedule 13D is incorporated herein by reference. The following disclosure is based on 181,004,518 Common Units outstanding as of October 7, 2013. See Schedule 1 for the information applicable to the Listed Persons.

After giving effect to the Follow-On Contribution, Gas Services Holdings holds 49,421,509 Common Units, representing approximately 27.3% of the outstanding Common Units. Gas Services Holdings also holds 4,387,889 Subordinated Units, which represent all of the outstanding Subordinated Units as of the date of this Schedule 13D. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

FR Midstream Holdings LLC (FR Midstream Holdings) beneficially owns an additional 52,000 Common Units owned directly by KA First Reserve, LLC (KA First Reserve). FR Midstream Holdings owns a majority of the

membership interests in KA First Reserve and controls the board of managers of KA First Reserve. First Reserve GP

XI, Inc., is the general partner of First Reserve GP XI, L.P., which is the managing member of FR Midstream Holdings, which is the sole member of FR XI CMP Holdings LLC, which is the controlling member of Crestwood Holdings Partners LLC, which is the sole member of Crestwood Holdings II LLC, which is the sole member of Crestwood Holdings, which is the sole member of Gas Services Holdings. When FR Midstream Holdings' indirect beneficial ownership of Common Units through KA First Reserve are combined with other indirect ownership of Common Units through Gas Services Holdings, such ownership interests represent approximately 27.3% of the outstanding Common Units.

Each of the Reporting Persons may be deemed to beneficially own the Common Units and Subordinated Units reported herein. The filing of this Schedule 13D shall not be construed as an admission that any person listed in this Item 5 is the beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities reported herein.

(c) Other than the transactions described in this Schedule 13D none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any Listed Person has engaged in any transaction during the past 60 days in any Common Units.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the partners, members, affiliates or shareholders of the Reporting Persons and any other persons named in Items 2 or 5(a) or the Listed Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common units.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is amended and supplemented by adding the following at the end thereof:

Exhibit H Power of Attorney of William E. Macaulay (filed herewith)
[Signature Page Follows]

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: October 11, 2013

Crestwood Gas Services Holdings LLC

By: /s/ Kelly J. Jameson
Name: Kelly J. Jameson
Title: Senior Vice President

Crestwood Holdings LLC

By: /s/ Joel C. Lambert
Name: Joel C. Lambert
Title: Senior Vice President

Crestwood Holdings II LLC

By: /s/ Joel C. Lambert
Name: Joel C. Lambert
Title: Senior Vice President

Crestwood Holdings Partners, LLC

By: /s/ Joel C. Lambert
Name: Joel C. Lambert
Title: Senior Vice President

FR XI CMP Holdings LLC

By: First Reserve GP XI, L.P., its managing member

By: First Reserve GP XI, Inc., its general partner

By: /s/ Michael France
Name: Michael France
Title: Managing Director

FR Midstream Holdings LLC

By: First Reserve GP XI, L.P., its managing member

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By: First Reserve GP XI, Inc., its general
partner

By: /s/ Michael France
Name: Michael France
Title: Managing Director

First Reserve GP XI, L.P.

By: First Reserve GP XI, Inc., its general partner

By: /s/ Michael France
Name: Michael France
Title: Managing Director

First Reserve GP XI, Inc.

By: /s/ Michael France
Name: Michael France
Title: Managing Director

/s/ Anne E. Gold as attorney-in-fact for
William E. Macaulay
William E. Macaulay