

Vichie Trent D
Form 4
January 30, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stonepeak Commonwealth Holdings LLC

2. Issuer Name and Ticker or Trading Symbol
Dominion Energy Midstream Partners, LP [DM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
717 FIFTH AVENUE, 25TH FLOOR,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2019

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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
							(1) (5) (6)
Common Units	01/28/2019		C(1)(5)(6)		16,417,018	A	16,417,018
Common Units	01/28/2019		J(5)(7)		16,417,018	D	0

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

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(9-02)

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Units	(1) (5) (6)	01/28/2019		C(1)(5)(6)	16,417,018	(1)(5)(6)	(1)(5)(6)	Common Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stonepeak Commonwealth Holdings LLC
717 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Stonepeak Commonwealth Upper Holdings LLC
717 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Stonepeak Infrastructure Fund II (AIV) LP
717 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Stonepeak Associates II LLC
717 FIFTH AVENUE
25TH FLOOR
NEW YORK, NY 10022

Stonepeak GP Holdings II LP
717 FIFTH AVENUE
25TH FLOOR
NEW YORK, NY 10022

Stonepeak GP Investors II LLC
717 FIFTH AVENUE
25TH FLOOR
NEW YORK, NY 10022

Stonepeak GP Investors Manager LLC
717 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Dorrell Michael B.
717 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Vichie Trent D
717 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ Michael
Dorrell 01/30/2019
 **Signature of Date
 Reporting Person

/s/ Trent Vichie 01/30/2019
 **Signature of Date
 Reporting Person

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).

The Series A Convertible Preferred Units representing partner interests in the Issuer (the "Preferred Units") are convertible into Common Units representing limited partner interests in the Issuer (the "Common Units"), on a one-to-one basis (subject to customary anti-dilution adjustments) (i) at the holder's election, following the second anniversary of the December 1, 2016 issue date (the "Issue Date"), and (ii) by the Issuer, following the third anniversary of the Issue Date, subject to certain conditions.

(2) These Preferred Units and Common Units are owned directly by Stonepeak Commonwealth Holdings LLC, and indirectly by Stonepeak Commonwealth Upper Holdings LLC, Stonepeak Infrastructure Fund II (AIV) LP, Stonepeak Associates II LLC, Stonepeak GP Holdings II LP, Stonepeak GP Investors II LLC, Stonepeak GP Investors Manager LLC, Michael Dorrell and Trent Vichie.

(3) Stonepeak Commonwealth Upper Holdings LLC is the managing member of Stonepeak Commonwealth Holdings LLC. Stonepeak Infrastructure Fund II (AIV) LP is the managing member of Stonepeak Commonwealth Upper Holdings LLC. Stonepeak Associates II LLC is the general partner of Stonepeak Infrastructure Fund II (AIV) LP. Stonepeak GP Holdings II LP is the sole member of Stonepeak Associates II LLC. Stonepeak GP Investors II LLC is the general partner of Stonepeak GP Holdings II LP. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors II LLC. Each of Michael Dorrell and Trent Vichie serve as a managing member of Stonepeak GP Investors Manager LLC.

(4) Each Reporting Person disclaims beneficial ownership of the Preferred Units and the Common Units except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Preferred Units or the Common Units for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) On November 26, 2018, the Issuer and its general partner, Dominion Energy Midstream GP, LLC, entered into an Agreement and Plan of Merger (the "Merger Agreement") with Dominion Energy, Inc. and its indirect wholly owned subsidiary, Tredegar Street Merger Sub, LLC. Pursuant to the Merger Agreement, on January 28, 2019, Tredegar Street Merger Sub, LLC merged with and into the Issuer, with the Issuer surviving as an indirect, wholly owned subsidiary of Dominion Energy, Inc. (the "Merger").

(6) Under the terms of the Fourth Amended and Restated Agreement of Limited Partnership of the Issuer, the Reporting Persons elected to have their Preferred Units converted into Common Units immediately before the effective time of the Merger.

(7) Under the terms of the Merger Agreement, at the effective time of the Merger before markets opened on January 28, 2019, these Common Units were cancelled and converted into the right to receive 0.2492 shares of Dominion Energy, Inc. common stock for each Common Unit. The closing price of Dominion Energy, Inc. common stock on January 25, 2019 was \$69.16.

Remarks:

Exhibit 99.1: Additional Signatures

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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