

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Keenan W Howard JR		2. Issuer Name and Ticker or Trading Symbol Antero Midstream Partners LP [AM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2019		
C/O YORKTOWN PARTNERS LLC, 410 PARK AVENUE, 19TH FLOOR					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
NEW YORK, NY 10022			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/12/2019		D	(1)(2)	15,666	D	(1)(2)	0	D	

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keenan W Howard JR C/O YORKTOWN PARTNERS LLC 410 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ W. Howard Keenan, Jr.	03/14/2019
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

On March 12, 2019, Antero Midstream GP LP ("AMGP") converted from a limited partnership to a corporation named Antero Midstream Corporation ("New AM") under the laws of the State of Delaware (the "Conversion"). Simultaneously with the Conversion, Antero Midstream Merger Sub LLC, a Delaware limited liability company and wholly owned subsidiary of Antero Midstream Newco Inc., a Delaware corporation and wholly owned subsidiary of the New AM, was merged with and into Antero (I) Midstream Partners LP, a Delaware limited partnership ("Antero Midstream"), with Antero Midstream surviving such merger as an indirect wholly owned subsidiary of

New AM (the "Merger"), as a result of which all outstanding common units of Antero Midstream were converted into an aggregate of approximately \$598.7 million in cash and approximately 303.1 million shares of common stock, par value \$0.01 per share (the "Merger Shares").

- (2) (Continued from Footnote 1) In connection, with the Merger, the reporting person made an election to convert his outstanding common units of Antero Midstream into Merger Shares and cash for consideration of \$3.415 in cash and 1.6350 in Merger Shares per outstanding common unit of Antero Midstream.

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.