SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* OGE ENERGY CORP.			2. Date of Event Requiring Statement (Month/Day/Year) 04/10/2014			3. Issuer Name and Ticker or Trading Symbol Enable Midstream Partners, LP [ENBL]						
(Last) (First) (Middle) 321 NORTH HARVEY P.O. BOX 321					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (speci			(Month/Day/Year) r				
(Street) OKLAHOMA CITY OK	ζ	73101	-			below)		below)			cable Line) Form filed b	y One Reporting Person y More than One
(City) (Sta	ate)	(Zip)										
			Table I -	Non-	Deriv	ative Securities Benef	icial	ly Owned				
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (Instr. 5)		t (D) (Instr. 5)			Beneficial Ownership	
Common Units Representing Limited Partne			r Interests			42,832,291(1)(2)(3)		I (1)(2)(3)		See Footnotes ⁽¹⁾⁽²⁾⁽³⁾		(3)
						tive Securities Benefici rrants, options, conver			<u> </u>			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and			3. Title and Amount of Secur Derivative Security (Instr. 4)			4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable			Title	Amount or Number of Shares		Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units Representing Limited Partner Interests			(4)	(4)		Common Units	68,1	L50,514 ⁽²⁾⁽³⁾	0.0	00	I ⁽¹⁾⁽²⁾⁽³⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
1. Name and Address <u>OGE ENERGY</u>		Person*										
			ldle)									
321 NORTH HAR P.O. BOX 321	VEY											
(Street) OKLAHOMA CITY OK 73			01									
(City)	(State)	(State) (Zip)										
1. Name and Address												
OGE Enogex H	<u> Holdings</u>	LLC										
(Last) 321 NORTH HAR P.O. BOX 321	(First)	(Mi	iddle)									
(Street) OKLAHOMA CITY	ОК	73	101									
(City) (State) (Zi			p)									

Explanation of Responses:

1. This Form 3 is being filed jointly by OGE Energy Corp. ("OGE Energy") and OGE Energy Holdings LLC ("OGE Holdings") in connection with the effectiveness of the Registration Statement on Form S-1 (File No. 333-192542) (the "Registration Statement") filed by Enable Midstream Partners, LP (the "Issuer"). OGE Energy owns all of the outstanding membership interests in OGE Holdings, which is the record holder of the common units and subordinated units. OGE Energy may be deemed the beneficial owner of all common and subordinated units held by OGE Holdings.

2. As of April 10, 2014, OGE Energy, through its wholly owned subsidiary OGE Holdings, holds 42,832,291 common units, representing an 11.0% limited partner interest in the Issuer and 68,150,514 subordinated units, representing a 17.5% interest in the Issuer, for a combined 28.5% limited partner interest in the Issuer.

3. (Continued from footnote 2) Also, as described in the Registration Statement, through its indirect 60% economic interest in Enable GP, LLC (the "General Partner"), OGE Energy will hold 60% of the incentive distribution rights in the Issuer. Incentive distribution rights represent the right to receive an increasing percentage of quarterly distributions as set forth in the Registration Statement. In certain

circumstances, if the General Partner is removed as the general partner of the Issuer, the General Partner will have the right to convert the incentive distribution rights into common units as described in the Registration Statement.

4. Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement.

Remarks:

OGE Energy Corp., /s/ Patricia D. Horn, Vice President, Governance and Corporate Secretary	<u>04/10/2014</u>
OGE Enogex Holdings LLC, By: OGE Energy Corp., its Sole Member, /s/ Patricia D, Horn, Vice President, Governance and Corporate Secretary	<u>04/10/2014</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.