## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

#### FORM 8-K

# CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 1, 2015

### ENABLE MIDSTREAM PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 1-36413 (Commission File Number) 72-1252419 (IRS Employer Identification No.)

One Leadership Square
211 North Robinson Avenue
Suite 950
Oklahoma City, Oklahoma 73102
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code: (405) 525-7788

heck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following rovisions (see General Instruction A.2. below):
☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 1, 2015, the Board of Directors (the "Board") of Enable GP, LLC ("Enable GP"), the general partner of Enable Midstream Partners, LP (the "Partnership"), announced that Lynn L. Bourdon, III resigned as President and Chief Executive Officer of Enable GP, and as a director of Enable GP, effective as of the close of business on May 29, 2015. Scott Prochazka has been named Chairman of the Board and the Board has appointed Mr. Peter B. Delaney as interim President and Chief Executive Officer of Enable GP. A special committee of the Board has begun a search for a permanent CEO with the assistance of Russell Reynolds Associates.

Mr. Prochazka, 49, is the President and Chief Executive Officer of CenterPoint Energy, Inc. and a current director of Enable GP. He has been a director of Enable GP since November 2013.

Mr. Delaney, 61, is Chairman of the Board of OGE Energy Corp. ("OGE Energy") and has served as a director of Enable GP since May 2013 and as its Chairman since May 2014. Mr. Delaney's experience in the energy industry includes having served as CEO of OGE Energy since 2007. Prior to that time, he served as CEO of OGE Energy's natural gas midstream business that ultimately was contributed to Enable. In connection with Mr. Delaney's appointment as interim President and Chief Executive Officer of Enable GP, he ceased serving as CEO of OGE Energy.

In connection with Mr. Bourdon's departure from Enable GP, Mr. Bourdon and the Partnership have agreed to negotiate a severance agreement that is consistent with the severance terms agreed upon at the time of his hiring, which terms provide for a cash payment equal to his annual salary of \$600,000 plus his annual target bonus of \$600,000 and mutually acceptable confidentiality, noncompetition and nonsolicitation restrictions. In addition, (i) the remaining 150,000 restricted common units granted to Mr. Bourdon at the time of his hire that have not yet vested will vest, and (ii) one-half of the 150,000 restricted common units granted to Mr. Bourdon in connection with the Partnership's initial public offering in April 2014 will vest, in each case these are the amounts to which he is entitled upon his termination without cause pursuant to the terms of the grants.

In connection with Mr. Delaney's appointment as interim President and Chief Executive Officer, no change is being made to Mr. Delaney's compensation arrangements with OGE Energy. Enable GP has agreed that the Partnership will reimburse OGE Energy \$100,000 per month for the Chief Executive Officer services to be provided by Mr. Delaney.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit** 

99.1

Number Description

Press release dated June 1, 2015 announcing departure of Lynn Bourdon and appointment of Scott Prochazka as Chairman of the Board and Peter Delaney as interim President and Chief Executive Officer.

#### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Enable Midstream Partners, LP

By: Enable GP, LLC, its general partner

By: /s/ J. Brent Hagy

J. Brent Hagy

Vice President, Deputy General Counsel, Secretary,

and Chief Ethics & Compliance Officer

Date: June 1, 2015



#### **NEWS RELEASE**

#### FOR IMMEDIATE RELEASE

Contacts: Media Investor

Brian Alford Matt Beasley (405) 553-6984 (405) 558-4600

#### **Enable Midstream announces leadership changes**

- Lynn Bourdon resigns as CEO from Enable Midstream
- Pete Delaney appointed interim CEO
- Scott Prochazka named chairman of the board
- Board retains search firm for permanent CEO

OKLAHOMA CITY (June 1, 2015) - Enable Midstream Partners, LP (NYSE: ENBL) today announced that Lynn Bourdon has submitted his resignation from the company and has stepped down from his positions as president and chief executive officer (CEO) of Enable GP. The board of directors of Enable Midstream's general partner, Enable GP, LLC, named Scott Prochazka as chairman of Enable GP's board and appointed board member Pete Delaney as interim president and CEO, effective immediately.

"Lynn played a critical role in positioning the company for the IPO and in creating a solid platform for future growth," said Prochazka, president and CEO of CenterPoint Energy (NYSE: CNP). "We appreciate his efforts and look forward to building on this past success and capturing Enable's significant growth opportunities. The board of directors will be focused on finding an experienced leader who can continue with Enable's stated strategy, including extending our position into new basins and expanding our services down the value chain to drive growth. Pete Delaney has a deep understanding of our business, our customers and has a proven track record in creating value for investors. The board believes Pete is well-suited to move Enable forward while the board conducts its search."

Delaney, 61, is currently chairman of the board of OGE Energy Corp. (NYSE: OGE). His experience in the energy industry includes having served as CEO of OGE Energy since 2007 and as CEO of OGE Energy's natural gas midstream business that ultimately was contributed to Enable Midstream. In connection with Delaney's

appointment as interim president and CEO of Enable GP, and as reported earlier today, he ceased serving as CEO of OGE Energy.

"Enable has great assets, a strong financial position, and great people led by a seasoned leadership team," said Delaney. "I look forward to working with them to accelerate distribution growth and realize the value proposition we envisioned when we formed Enable."

According to Bourdon, "It has been rewarding to be a part of taking Enable public and setting its strategic direction. I will always have a part of Enable with me and can't thank the employees enough for their hard work and dedication. I wish Enable continued success."

A special committee of the board will conduct the search for a permanent CEO of Enable Midstream with the assistance of leading executive search firm Russell Reynolds.

#### **ABOUT ENABLE MIDSTREAM PARTNERS**

Enable Midstream Partners is a publicly-traded master limited partnership. The partnership owns, operates and develops strategically located natural gas and crude oil infrastructure assets. The partnership's assets include approximately 11,900 miles of gathering pipelines, 13 major processing plants with approximately 2.3 billion cubic feet per day of processing capacity, approximately 7,900 miles of interstate pipelines (including Southeast Supply Header, LLC of which the partnership owns 49.90 percent), approximately 2,300 miles of intrastate pipelines and eight storage facilities comprising 87.5 cubic feet of storage capacity. For more information visit EnableMidstream.com.

#### **FORWARD-LOOKING STATEMENTS**

This press release may contain "forward-looking statements" within the meaning of the securities laws. All statements, other than statements of historical fact, regarding the partnership's strategy, future operations, financial position, estimated revenues, projected costs, prospects, plans and objectives of management are forward-looking statements. These statements often include the words "could," "believe," "anticipate," "intend," "estimate," "expect," "project," "forecast" and similar expressions and are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on the partnership's current expectations and assumptions about future events and are

based on currently available information as to the outcome and timing of future events. The partnership assumes no obligation to and does not intend to update any forward-looking statements included herein. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading "Risk Factors" included in our SEC filings. The partnership cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond its control, incident to the ownership, operation and development of natural gas and crude oil infrastructure assets. These risks include, but are not limited to, contract renewal risk, commodity price risk, environmental risks, operating risks, regulatory changes and the other risks described under "Risk Factors" in our SEC filings. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, the partnership's actual results and plans could differ materially from those expressed in any forward-looking statements.

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