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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13D/A**

(Amendment No. 2)

Under the Securities Exchange Act of 1934

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**EnLink Midstream, LLC**

(Name of Issuer)

**Common Units**

(Title of Class of Securities)

**29336T 100**

(CUSIP Number)

**Lyndon C. Taylor**

**Executive Vice President and General Counsel**

**Devon Energy Corporation**

**333 W. Sheridan Ave.**

**Oklahoma City, OK 73102-5015**

**Tel: (405) 235-3611**

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

**July 18, 2018**

(Date of Event which Requires Filing of this Statement)

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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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* 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).

(Continued on following pages)

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1	NAME OF REPORTING PERSON  Devon Energy Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a): <input type="checkbox"/> (b): <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER  0 Common Units
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER  0 Common Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 Common Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.0% (1)	
14	TYPE OF REPORTING PERSON  CO – corporation	

(1) Based on a total of 181,042,476 common units (“Common Units”) representing limited liability company interests in EnLink Midstream, LLC, a Delaware limited liability company (the “Issuer”), outstanding as of June 1, 2018.

1	NAME OF REPORTING PERSON	
	Devon Energy Corporation (Oklahoma)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a): <input type="checkbox"/> (b): <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Oklahoma, United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
		0 Common Units
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		0 Common Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0 Common Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.0% (1)	
14	TYPE OF REPORTING PERSON	
	CO – corporation	

(1) Based on a total of 181,042,476 Common Units outstanding as of June 1, 2018.

1	NAME OF REPORTING PERSON  Devon Gas Co., L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a): <input type="checkbox"/> (b): <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER  0 Common Units
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER  0 Common Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 Common Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.0% (1)	
14	TYPE OF REPORTING PERSON  OO – limited liability company	

(1) Based on a total of 181,042,476 Common Units outstanding as of June 1, 2018.

1	NAME OF REPORTING PERSON  Devon Gas Operating, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a): <input type="checkbox"/> (b): <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER  0 Common Units
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER  0 Common Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 Common Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.0% (1)	
14	TYPE OF REPORTING PERSON  CO – corporation	

(1) Based on a total of 181,042,476 Common Units outstanding as of June 1, 2018.

1	NAME OF REPORTING PERSON  Devon Gas Services, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a): <input type="checkbox"/> (b): <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS  OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas, United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER  0 Common Units	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER  0 Common Units	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 Common Units		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.0% (1)		
14	TYPE OF REPORTING PERSON  OO – limited partnership		

(1) Based on a total of 181,042,476 Common Units outstanding as of June 1, 2018.

## SCHEDULE 13D/A

This Amendment No. 2 (this “Amendment”) amends the Schedule 13D, dated March 7, 2014, as amended by Amendment No. 1, dated June 5, 2018 (as amended, the “Schedule 13D”), filed by Devon Energy Corporation, a Delaware corporation (“Devon”), Devon Energy Corporation (Oklahoma), an Oklahoma corporation (“Devon OK”), Devon Gas Co., L.L.C, a Delaware limited liability company (formerly known as Devon Gas Corporation) (“Devon Gas”), Devon Gas Operating, Inc., a Delaware corporation (“Devon Gas Operating”), and Devon Gas Services, L.P., a Texas limited partnership (“Devon Gas Services” and, together with Devon, Devon OK, Devon Gas and Devon Gas Operating, the “Reporting Persons”). Capitalized terms used but not defined in this Amendment have the meanings given to such terms in the Schedule 13D.

As a result of the transactions described herein, on July 18, 2018 the Reporting Persons ceased to beneficially own any Common Units and, accordingly, this Amendment constitutes an exit filing for the Reporting Persons.

### **Item 4. Purpose of Transaction**

Item 4 is hereby amended and supplemented as follows:

On July 18, 2018, the parties to the Purchase Agreement consummated the previously announced transactions contemplated thereby, pursuant to which, among other things, (a) Devon Gas Services transferred to ENLC Acquiror 115,495,669 Common Units, (b) Devon Gas Services transferred to MLP Acquiror (i) 87,128,717 common units representing limited partner interests in EnLink MLP and (ii) all of the outstanding limited liability company interests in EnLink Midstream Manager and (c) Southwestern Gas transferred to MLP Acquiror 7,531,883 common units representing limited partner interests in EnLink MLP, for aggregate consideration of \$3,125,000,000, in each case subject to the terms and conditions set forth in the Purchase Agreement. As a result of the consummation of such transactions, the Reporting Persons ceased to beneficially own any Common Units. Additionally, in connection with the consummation of such transactions, all individuals that are officers or directors of EnLink Midstream Manager or the General Partner that are also managers, directors or officers of Devon Gas Services, Southwestern Gas or any of their affiliates delivered letters of resignation to EnLink Midstream Manager or the General Partner, as applicable.

### **Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and restated as follows:

(a) – (b) None of the Reporting Persons beneficially owns any Common Units and, therefore, (i) the Reporting Persons own 0.0% of the total issued and outstanding Common Units and (ii) no executive officer or manager of a Reporting Person or any other party listed on Appendix A of the Schedule 13D has sole or shared beneficial ownership of any Common Units beneficially owned by the Reporting Persons.

(c) Except as set forth in this Amendment (including Item 4), there have been no reportable transactions with respect to the Common Units by the Reporting Persons in the last sixty days.

(d) Not applicable.

(e) On July 18, 2018, the Reporting Persons ceased to beneficially own any Common Units. The filing of this Amendment constitutes an exit filing for the Reporting Persons.

### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 is hereby amended and supplemented as follows:

The information set forth in Item 4 of this Amendment is incorporated by reference in its entirety into this Item 6.

In connection with the consummation of the transactions contemplated by the Purchase Agreement, as of July 18, 2018, Devon Gas Services transferred its interest in the Registration Rights Agreement to ENLC Acquiror.

**Item 7. Material to Be Filed as Exhibits**

Item 7 is hereby amended and supplemented to include the following exhibit:

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 8	Joint Filing Agreement (filed herewith)



**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 18, 2018

**DEVON ENERGY CORPORATION**

By: /s/ Jeffrey L. Ritenour

Name: Jeffrey L. Ritenour

Title: Executive Vice President and Chief Financial Officer

**DEVON ENERGY CORPORATION (OKLAHOMA)**

By: /s/ Jeffrey L. Ritenour

Name: Jeffrey L. Ritenour

Title: Executive Vice President

**DEVON GAS CO., L.L.C.**

By: /s/ Jeffrey L. Ritenour

Name: Jeffrey L. Ritenour

Title: Executive Vice President

**DEVON GAS OPERATING, INC.**

By: /s/ Jeffrey L. Ritenour

Name: Jeffrey L. Ritenour

Title: Executive Vice President

**DEVON GAS SERVICES, L.P.**

By: /s/ Jeffrey L. Ritenour

Name: Jeffrey L. Ritenour

Title: Executive Vice President

SIGNATURE PAGE TO  
SCHEDULE 13 D/A  
(ENLINK MIDSTREAM, LLC)

**JOINT FILING AGREEMENT**

We, the undersigned, hereby express our agreement that the attached Schedule 13D/A is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: July 18, 2018

**DEVON ENERGY CORPORATION**

By: /s/ Jeffrey L. Ritenour  
Name: Jeffrey L. Ritenour  
Title: Executive Vice President and Chief Financial Officer

**DEVON ENERGY CORPORATION (OKLAHOMA)**

By: /s/ Jeffrey L. Ritenour  
Name: Jeffrey L. Ritenour  
Title: Executive Vice President

**DEVON GAS CO., L.L.C.**

By: /s/ Jeffrey L. Ritenour  
Name: Jeffrey L. Ritenour  
Title: Executive Vice President

**DEVON GAS OPERATING, INC.**

By: /s/ Jeffrey L. Ritenour  
Name: Jeffrey L. Ritenour  
Title: Executive Vice President

**DEVON GAS SERVICES, L.P.**

By: /s/ Jeffrey L. Ritenour  
Name: Jeffrey L. Ritenour  
Title: Executive Vice President

SIGNATURE PAGE TO  
JOINT FILING AGREEMENT  
(ENLINK MIDSTREAM, LLC)