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* <u>TRANSCANADA CORP</u>		2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2016		. ,	S. Issuer Name and Ticker or Trading Symbol     Columbia Dipoline Dartmore LD [ CDD1 ]						
					<u>Columbia Pipeline Partners LP</u> [ CPPL ]						
(Last) 450 - 1ST ST	Last) (First) (Middle) 150 - 1ST STREET S.W.				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)				
(Street) CALGARY ALBERTA A0 T2P 5H1				Officer (give title Other (specify below) below)			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 - N	on-l	Deriva	tive Securities Beneficia	ally Owned				
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	ct(D)   (	4. Natı (Instr.		Beneficial Ownership
		(e				ve Securities Beneficially ants, options, convertibl		s)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)			3. Title and Amount of Securit Underlying Derivative Security			rsion rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Expiration Exercisable			Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	
Subordinated	units (limited p	oartner interests)	(2)		(2)	Common units (limited partner interests)	46,811,398	(2)		Ι	By its subsidiary <sup>(1)</sup>
	dress of Reportin	•									
(Last) (First) (Middle) 450 - 1ST STREET S.W.											
(Street) CALGARY A0 T2P 5H1 ALBERTA											
(City)	(City) (State) (Zip)										
	dress of Reportin <u>da PipeLine</u>										
(Last) (First) (Middle) 700 LOUISIANA STREET SUITE 700											
(Street) HOUSTON TX 77002			2								
(City) (State) (Zip)											
	dress of Reportin	g Person <sup>*</sup> PELINES LTD									
(Last) (First) (Middle) 450 -1ST STREET SW P O BOX 1000 STATION M											
(Street) CALGARY A0 T2P 5H1			5H1	_							

ALBERTA			
(City)	(State)	(Zip)	

## Explanation of Responses:

1. This Form 3 is being filed jointly by TransCanada PipeLine USA Ltd. ("TransCanada USA"), TransCanada PipeLines Limited ("TPL") and TransCanada Corporation ("TransCanada"). The subordinated units are owned directly by Columbia Energy Group, a wholly owned subsidiary of Columbia Pipeline Group, Inc. ("CPG"). TransCanada USA wholly owns CPG; TPL wholly owns TransCanada USA; TransCanada wholly owns TPL. CPG became a wholly owned subsidiary of TransCanada USA through a merger between CPG and a wholly owned subsidiary of TransCanada USA that became effective on July 1, 2016, as described in CPG's Current Report on Form 8-K dated July 1, 2016.

2. Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement on Form S-1 (File No. 333-198990) of Columbia Pipeline Partners LP ("CPPL"). The subordinated units have no expiration date.

## **Remarks:**

CPG has the right to appoint all of the directors of the Board of Directors of CPP GP LLC, the general partner of CPPL. Therefore, each reporting owner of this Form 3 may be deemed a director by deputization.

<u>/s/Christine R. Johnston,</u> <u>Corporate Secretary of</u> <u>TransCanada Corp</u>	<u>02/22/2017</u>
<u>/s/Christine R. Johnston,</u> <u>Corporate Secretary of</u> <u>TransCanada Pipelines Ltd.</u>	<u>02/22/2017</u>
<u>/s/Jon A. Dobson, Corporate</u> <u>Secretary of TransCanada</u> <u>PipeLine USA Ltd.</u>	<u>02/22/2017</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.