

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Warburg Pincus (Bermuda) Private Equity GP Ltd.</u>  (Last) (First) (Middle) C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SemGroup Corp [ SEMG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Cumulative Perpetual Convertible Preferred Stock	(4)	12/05/2019		U		300,000		07/19/2019	(4)	Class A Common Stock, \$0.01 Par Value	10,051,574 <sup>(4)</sup>	(4)	0	I	See footnotes <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person\*  
Warburg Pincus (Bermuda) Private Equity GP Ltd.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS & CO.  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WP SemGroup Holdings L.P.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS & CO.  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WP Cayman SemGroup Holdings L.P.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS & CO.  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus \(Europa\) Private Equity XII \(Cayman\), L.P.](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.  
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(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus \(Cayman\) XII GP LLC](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus Partners II \(Cayman\), L.P.](#)

(Last) (First) (Middle)

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NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KAYE CHARLES R](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.  
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(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Landy Joseph P.](#)

(Last) (First) (Middle)

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(Street)

NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. Note: This "Exit" Form 4 is voluntarily filed to report solely that the Reporting Person is no longer a beneficial owner of any securities of the Issuer, as of December 5, 2019, and therefore is no longer subject to Section 16 reporting. The Reporting Person did not have any transactions in the Issuer's securities during the time that it was a Section 16 reporting person.

2. This Form 3 is filed on behalf of WP SemGroup Holdings, L.P., a Delaware limited partnership ("WP SemGroup LP"), WP Cayman SemGroup Holdings, L.P., a Delaware limited partnership and general partner of WP SemGroup LP ("WP Cayman SemGroup LP"), Warburg Pincus (Europa) Private Equity XII (Cayman), L.P., a Cayman Islands exempted limited partnership and the general partner of WP Cayman SemGroup LP ("WP Europa PE XII LP"), Warburg Pincus (Cayman) XII, L.P., a Cayman Islands exempted limited partnership and the general partner of WP Europa PE XII LP ("WP Cayman XII LP"), Warburg Pincus (Cayman) XII GP LLC, a Delaware limited liability company and the general partner of WP Cayman XII LP ("WP Cayman XII GP LLC"), Warburg Pincus Partners II (Cayman), L.P., a Cayman Islands exempted limited partnership and sole member of WP Cayman XII GP LLC ("WPP II Cayman LP"),

3. (continued from footnote 2) Warburg Pincus (Bermuda) Private Equity GP Ltd., a company registered in the Islands of Bermuda and general partner of WPP II Cayman LP ("WP Bermuda PE GP"), Charles R. Kaye and Joseph P. Landy. Messrs. Kaye and Landy are the sole Directors and Co-Chairmen of WP Bermuda PE GP.

4. On or after July 19, 2019 (the eighteen month anniversary of the issue date of the Series A Preferred), each share of Series A Preferred is convertible into such number of shares of class A common stock of the Company, par value \$0.01 ("Common Stock"), as is equal to the accreted value of such share of Series A Preferred divided by a conversion price, initially \$33.00 (subject to adjustment pursuant to the terms of the Series A Certificate of Designations).

**Remarks:**

[WARBURG PINCUS](#)  
[\(BERMUDA\) PRIVATE](#)  
[EQUITY GP LTD., By: /s/ Robert](#) [12/09/2019](#)  
[B. Knauss, Name: Robert B.](#)  
[Knauss, Title: Authorised](#)  
[Signatory.](#)

\*\* 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 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).

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.**