

Boardwalk Pipeline Partners, LP  
Form SC 13D/A  
June 24, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 7)\***

**Boardwalk Pipeline Partners, LP**

**(Name of Issuer)**

**Common Units**

**(Title of Class of Securities)**

**096627 10 4**

**(CUSIP Number)**

**Michael E. McMahon**

**Senior Vice President and Secretary**

**Boardwalk Pipelines Holding Corp.**

**9 Greenway Plaza**

**Houston, Texas 77046**

**Phone : (713) 479-8059**

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**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices and Communications)**

**June 24, 2016**

**(Date of Event Which Requires Filing of this Statement)**

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. "

\* 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).

SCHEDULE 13D

CUSIP No. **096627104**

Page 2 of 5 Pages

(1) Name of Reporting Person

Boardwalk Pipelines Holding Corp.

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Delaware

Number of (7) Sole Voting Power

Shares

Beneficially 125,586,133

(8) Shared Voting Power

Owned by

Each

None

Reporting (9) Sole Dispositive Power

Person

With 125,586,133

(10) Shared Dispositive Power

None

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

125,586,133

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares    "

(13) Percent of Class Represented by Amount in Row (11)

50.2%<sup>(1)</sup>

(14) Type of Reporting Person

CO HC

<sup>(1)</sup> Based on 250,296,782 Common Units Outstanding as of March 31, 2016.

SCHEDULE 13D

CUSIP No. **096627 10 4**

Page 3 of 5 Pages

(1) Name of Reporting Person

Loews Corporation

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Delaware

Number of (7) Sole Voting Power

Shares

Beneficially 125,586,133

(8) Shared Voting Power

Owned by

Each

None

Reporting (9) Sole Dispositive Power

Person

With 125,586,133

(10) Shared Dispositive Power

None

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

125,586,133

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares    "

(13) Percent of Class Represented by Amount in Row (11)

50.2%<sup>(1)</sup>

(14) Type of Reporting Person

CO HC

<sup>(1)</sup> Based on 250,296,782 Common Units Outstanding as of March 31, 2016.

**Item 4. Purpose of Transaction**

Item 4 is hereby amended by deleting the text thereof in its entirety and replacing it with the following:

As described in Item 5 of this Schedule 13D, BPHC beneficially owns 125,586,133 common units, or approximately 50.2%, of the Common Units of the Issuer. In addition, as described in Item 2 of this Schedule 13D, BPHC directly or indirectly owns 100% of Boardwalk GP, LP, the general partner of the Issuer (the "General Partner"), and Boardwalk GP, LLC, the general partner of the General Partner ("GPLLC"). By virtue of its ownership of the Common Units covered by this Schedule 13D and, directly and indirectly, 100% of each of the General Partner and GPLLC, BPHC has the power to elect the entire Board of Directors of GPLLC, which serves as the Issuer's board of directors. By virtue of its ownership of 100% of BPHC, Loews has the power to elect the entire Board of Directors of, and otherwise control, BPHC. As of the date of this Amendment No. 7 to Schedule 13D, of the eight directors of GPLLC, two are executive officers of Loews, one is a Senior Adviser and former executive officer of Loews, and one is a retired executive officer of Loews.

The Reporting Persons regularly review the Issuer's business, performance, financial condition, results of operations, and anticipated future developments and prospects, as well as general economic conditions and existing and anticipated market and industry conditions and trends affecting the Issuer. The Reporting Persons regularly discuss such matters with the Issuer's management and the Board of Directors of GPLLC, either directly or through Board participation. As a result of these or other factors and any such discussions, the Reporting Persons may from time to time, and reserve the right to, consider, study, formulate and actively participate in any plans or proposals regarding the Issuer, including any of the actions or transactions enumerated in clauses (a) through (j) of Item 4 of Schedule 13D. Such actions or transactions may also include, among others, the acquisition of additional Common Units of the Issuer, including an acquisition or series of acquisitions or transaction that could result in a going private transaction governed by Rule 13e-3 under the Act. The Reporting Persons further reserve the right to change their intentions with respect to any of the foregoing.

**SIGNATURES**

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

**BOARDWALK PIPELINES HOLDING CORP.**

Dated: June 24, 2016

By: /s/ Jamie Buskill  
Jamie Buskill  
Senior Vice President, Chief Financial &  
Administrative Officer and Treasurer

**LOEWS CORPORATION**

Dated: June 24, 2016

By: /s/ David B. Edelson  
David B. Edelson  
Senior Vice President and Chief Financial Officer