

Boardwalk Pipeline Partners, LP
Form SC 13D/A
June 26, 2018

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

**Boardwalk Pipeline Partners, LP
(Name of Issuer)**

**Common Units
(Title of Class of Securities)**

**096627 10 4
(CUSIP Number)**

**Marc A. Alpert
Vice President and Secretary
Boardwalk Pipelines Holding Corp.
667 Madison Avenue
New York, New York 10065
Phone: (212) 521-2000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

June 25, 2018

(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).

CUSIP No. **096627 10 4**

Name of
1. Reporting
Person
Boardwalk
Pipelines
Holding
Corp.

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

3. SEC Use
Only

4. Source of
Funds
WC

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

Citizenship
6. or Place of
Organization
Delaware

7. Sole Voting Power
125,586,133

8. Shared Voting Power

Number of Shares Beneficially
Owned by Each Reporting
Person With

None

9. Sole Dispositive Power

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%⁽¹⁾

14. Type of Reporting Person

CO HC

⁽¹⁾ Based on 250,296,782 Common Units Outstanding as of March 31, 2018.

CUSIP No. **096627 10 4**

Name of
1. Reporting
Person
Loews
Corporation

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

3. SEC Use
Only

4. Source of
Funds
WC

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

Citizenship
6. or Place of
Organization
Delaware

7. Sole Voting Power
125,586,133

Number of Shares Beneficially
Owned by Each Reporting
Person With

8. Shared Voting Power
None

9. Sole Dispositive Power
125,586,133

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

125,586,133

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50.2%⁽¹⁾

14. Type of Reporting Person

CO HC

⁽¹⁾ Based on 250,296,782 Common Units Outstanding as of March 31, 2018.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by adding the following paragraph immediately following the last paragraph thereof:

On June 25, 2018, the parties to the purported class action pending in the Court of Chancery of the State of Delaware captioned Tsemach Mishal et al. v. Boardwalk Pipeline Partners, LP et al. (C.A. No. 2018-0372-JTL) entered into a Stipulation and Agreement of Compromise and Settlement, subject to the approval of the court (the “Proposed Settlement”). The Proposed Settlement provides for the settlement of the lawsuit if BPHC elects to cause the General Partner to exercise its call right pursuant to Section 15.1(b) of the Limited Partnership Agreement as provided in the Proposed Settlement. Under the terms of the Proposed Settlement, if BPHC elects to cause the General Partner to exercise the call right such that the purchase price for the Common Units to be purchased by the General Partner pursuant to the call right is calculated using the 180 trading days ending no later than June 29, 2018, all claims that have been or could be brought in connection with such purchase right will be released by the plaintiffs individually and on behalf of the purported class and finally resolved, subject to court approval, in accordance with the terms of the Proposed Settlement.

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 25, 2018 By: /s/ Marc A. Alpert
Marc A. Alpert
Vice President and Secretary

LOEWS CORPORATION

Dated: June 25, 2018 By: /s/ Marc A. Alpert
Marc A. Alpert
Senior Vice President, General Counsel and Secretary