

Blackstone Group L.P.
Form 4
October 09, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Group L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
FGL Holdings [FG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

NEW YORK, NY 10154

(City) (State) (Zip)

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)
Ordinary Shares	10/05/2018		P	687,500 A <u>11</u>	15,316,406	I	See Footnotes (2) (4) (15) (17) (18)
Ordinary Shares					22,500,000	I	See Footnotes (3) (4) (15) (17) (18)
Ordinary Shares					12,488	I	See Footnotes (5) (15) (17) (18)

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Ordinary Shares	142,111	I	See Footnotes (6) (15) (17) (18)
Ordinary Shares	4,147,302	I	See Footnotes (7) (14) (15) (17) (18)
Ordinary Shares	1,442,118	I	See Footnotes (8) (14) (15) (17) (18)
Ordinary Shares	50,912	I	See Footnotes (9) (14) (15) (17) (18)
Ordinary Shares	165,079	I	See Footnotes (10) (14) (15) (17) (18)
Ordinary Shares	52,541	I	See Footnotes (11) (14) (15) (17) (18)
Ordinary Shares	113,921	I	See Footnotes (12) (14) (15) (17) (18)
Ordinary Shares	24,016	I	See Footnotes (13) (14) (15) (17) (18)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 11.5	10/05/2018	S			6,250,000	<u>(16)</u>	<u>(16)</u>	Ordinary Shares	6,250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
CFS Holdings (Cayman), L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
CFS Holdings (Cayman) Manager L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities LR Associates-B (Cayman) Ltd. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P.		X		

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345 PARK AVENUE
NEW YORK, NY 10154

Signatures

CFS HOLDINGS (CAYMAN), L.P., By: CFS Holdings (Cayman) Manager L.L.C., its general partner, By: /s/ Menes O. Chee, Name: Menes O. Chee, Title: Manager	10/09/2018
__Signature of Reporting Person	Date
CFS HOLDINGS (CAYMAN) MANAGER L.L.C., By: /s/ Menes O. Chee, Name: Menes O. Chee, Title: Manager	10/09/2018
__Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES LR ASSOCIATES-B (CAYMAN) LTD., By: Blackstone Capital Partners Holdings Director L.L.C., its director, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/09/2018
__Signature of Reporting Person	Date
BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/09/2018
__Signature of Reporting Person	Date
BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/09/2018
__Signature of Reporting Person	Date
BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/09/2018
__Signature of Reporting Person	Date
THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/09/2018
__Signature of Reporting Person	Date
BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/09/2018
__Signature of Reporting Person	Date
/s/ Stephen A. Schwarzman	10/09/2018
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- The transactions reported herein were made pursuant to an exchange offer by the Issuer, which expired at midnight at the end of the day on October 4, 2018 (the "Exchange Offer"). Pursuant to the terms of the Exchange Offer, each accepted warrant was exchanged for 0.11 of the Issuer's ordinary shares, par value \$0.0001 per share ("Ordinary Shares"), and \$0.98 in cash, without interest.
- (1) on October 4, 2018 (the "Exchange Offer"). Pursuant to the terms of the Exchange Offer, each accepted warrant was exchanged for 0.11 of the Issuer's ordinary shares, par value \$0.0001 per share ("Ordinary Shares"), and \$0.98 in cash, without interest.
 - (2) Reflects securities directly held by CFS Holdings (Cayman), L.P. ("CFS 1").
 - (3) Reflects securities directly held by CFS Holdings II (Cayman), L.P. ("CFS 2").
 - (4)

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CFS Holdings (Cayman) Manager L.L.C. ("CFS Cayman Manager") is the general partner of CFS 1 and CFS 2. The Managing Member of CFS Cayman Manager is Blackstone Tactical Opportunities LR Associates-B (Cayman) Ltd. ("BTO Cayman"). The controlling shareholder of BTO Cayman is Blackstone Holdings III L.P. ("Blackstone Holdings III"). The general partner of Blackstone Holdings III is Blackstone Holdings III GP L.P. ("Blackstone Holdings III GP"). The general partner of Blackstone Holdings III GP is Blackstone Holdings III GP Management L.L.C. ("Blackstone Holdings III LLC").

Reflects securities directly held by Menes Chee, a director of the Issuer and an officer of The Blackstone Group L.P. ("Blackstone") and/or one of its affiliates. Pursuant to arrangements between Mr. Chee and Blackstone, Mr. Chee is required to transfer to Blackstone

- (5) any and all compensation received in connection with his directorship for any company Blackstone invests in or advises. Blackstone has designated Blackstone Tactical Opportunities Advisors L.L.C. ("BTOA") as the entity to receive the securities described herein. BTOA is an indirect subsidiary of Blackstone.

Reflects securities directly held by GSO Aiguille des Grands Montets Fund II LP ("Aiguille Fund"). GSO Capital Partners LP ("GSO Partners") is the investment manager of Aiguille Fund. GSO Advisor Holdings L.L.C. ("GSO Holdings") is the special limited partner of GSO Partners with the investment and voting power over the securities beneficially owned by GSO Partners. Blackstone Holdings I L.P. ("Blackstone Holdings I") is the sole member of GSO Holdings. Blackstone Holdings I/II GP Inc. ("Blackstone Holdings I/II GP") is the general partner of Blackstone Holdings I.

- (6) GSO Partners with the investment and voting power over the securities beneficially owned by GSO Partners. Blackstone Holdings I L.P. ("Blackstone Holdings I") is the sole member of GSO Holdings. Blackstone Holdings I/II GP Inc. ("Blackstone Holdings I/II GP") is the general partner of Blackstone Holdings I.
- (7) Reflects securities directly held by GSO COF III AIV-5 LP ("GSO AIV-5"). GSO Capital Opportunities Associates III LLC ("GSO III LLC") is the general partner of GSO AIV-5.
- (8) Reflects securities directly held by GSO COF III Co-Investment AIV-5 LP ("GSO COF AIV-5"). GSO COF III Co-Investment Associates LLC ("GSO COF AIV-5 LLC") is the general partner of GSO COF AIV-5.
- (9) Reflects securities directly held by GSO Co-Investment Fund-D LP ("GSO D"). GSO Co-Investment Fund-D Associates LLC ("GSO D LLC") is the general partner of GSO D.
- (10) Reflects securities directly held by GSO Credit Alpha Fund LP ("GSO Alpha"). GSO Credit Alpha Associates LLC ("GSO Alpha LLC") is the general partner of GSO Alpha.
- (11) Reflects securities directly held by GSO Churchill Partners LP ("GSO Churchill"). GSO Churchill Associates LLC ("GSO Churchill LLC") is the general partner of GSO Churchill.
- (12) Reflects securities directly held by GSO Credit-A Partners LP ("GSO Credit-A"). GSO Credit-A Associates LLC ("GSO Credit-A LLC") is the general partner of GSO Credit-A.

Reflects securities directly held by GSO Harrington Credit Alpha Fund (Cayman) L.P. ("GSO Harrington", and collectively, with Aiguille Fund, GSO AIV-5, GSO COF AIV-5, GSO D, GSO Alpha, GSO Churchill and GSO Credit-A, the "GSO Funds"). GSO Harrington Credit Alpha Associates L.L.C. ("GSO Harrington LLC") is the general partner of GSO Harrington.

- (13) Aiguille Fund, GSO AIV-5, GSO COF AIV-5, GSO D, GSO Alpha, GSO Churchill and GSO Credit-A, the "GSO Funds"). GSO Harrington Credit Alpha Associates L.L.C. ("GSO Harrington LLC") is the general partner of GSO Harrington.
- (14) GSO Holdings I L.L.C. ("GSO Holdings I") is the managing member of each of GSO III LLC, GSO COF AIV-5 LLC, GSO D LLC, GSO Alpha LLC, GSO Churchill LLC, GSO Credit-A LLC and GSO Harrington LLC. Blackstone Holdings II L.P. ("Blackstone Holdings II") is the managing member of GSO Holdings I with respect to securities beneficially owned by the GSO Funds. Blackstone Holdings I/II GP is the general partner of Blackstone Holdings II.

Blackstone is the controlling shareholder of Blackstone Holdings I/II GP and the sole member of Blackstone Holdings III LLC.

- (15) Blackstone Group Management L.L.C. ("Blackstone Management") is the general partner of Blackstone. Blackstone Management is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. In addition, Bennett J. Goodman may be deemed to have shared voting power and/or investment power with respect to the securities held by the GSO Funds.

- (16) Each Warrant entitled the holder thereof to purchase one Ordinary Share at a price of \$11.50 per share, subject to certain adjustments. The Warrants were to expire on November 30, 2022, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

- (17) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

- (18) to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.