

Blackstone Holdings III L.P.
Form 3
September 04, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|--------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Blackstone Holdings III L.P. | | (Month/Day/Year) | Falcon Minerals Corp [FLMN] | |
| (Last) | (First) | (Middle) | 08/23/2018 | |
| C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | | |
| | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person | |
| NEW YORK, Â NY Â 10154 | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------|
| Class C Common Stock | 55,197,643 <u>(8)</u> <u>(9)</u> | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|----------------------|----------------------------|-------------------|---------------------------------------|----------------------------------------------|
| Opcu Units <u>(7)</u> | Â <u>(8)(9)</u> | Â <u>(8)(9)</u> | Class A Common Stock | 55,197,643 <u>(10)</u> | \$ <u>(8) (9)</u> | I | See footnotes <u>(1) (2) (3) (4) (5) (6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |

Signatures

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 09/04/2018

**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 09/04/2018

**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 09/04/2018

**Signature of Reporting Person Date

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| | |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------|
| THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 09/04/2018 |
| **Signature of Reporting Person | Date |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 09/04/2018 |
| **Signature of Reporting Person | Date |
| /s/ Stephen A. Schwarzman | 09/04/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Reflects securities held directly by Royal Resources L.P.
- The general partner of Royal Resources L.P. is Royal Resources GP L.L.C. The managing members of Royal Resources GP L.L.C. are Blackstone Management Associates VI L.L.C. and Blackstone Energy Management Associates L.L.C. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C. The sole member of Blackstone Energy Management Associates L.L.C. is Blackstone EMA L.L.C. Blackstone Holdings III L.P. is the managing member of each of BMA VI L.L.C. and Blackstone EMA L.L.C.
- (2) (Continued from footnote 2) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (3) (4) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (5) 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.
- (6) "Opco Units" means ownership interests in Falcon Minerals Operating Partnership, LP ("Opco"). Falcon Minerals Corporation (the "Issuer") is the sole managing member of Opco.
- The limited partnership agreement of Opco provides certain holders of Opco Units with certain rights to cause Opco to acquire all or a portion of the Opco Units (the "Redemption Right") for newly issued shares of Class A Common Stock of the Issuer ("Class A Common Stock") on a one-for-one basis, provided the ratio of the holder's redeemed Opco Units to the number of Opco Units beneficially held by such holder remains equal to that of Blackstone or any of its affiliates that hold Opco Units (subject to customary adjustments, including for stock splits, stock dividends and reclassifications).
- (7) (8) (Continued from footnote 8) The Issuer may, at its option, effect a direct exchange of such shares of Class A Common Stock for such Opco Units in lieu of such a redemption by Opco. Upon the future redemption or exchange of Opco Units, a corresponding number of shares of Class C Common Stock of the Issuer ("Class C Common Stock") will be cancelled. The Units and the right to exercise the Redemption Right have no expiration date.
- (9) Reflects: (a) 35,197,643 Opco Units and an equal number of shares of Class C Common Stock, which are convertible, as a unit, into an equal number of shares of Class A Common Stock of the Issuer and (b) 20,000,000 Opco Units and an equal number of shares of Class C Common Stock that are issuable if the Class A Common Stock trades above certain thresholds (the "Earn-Out Shares"), in each case held by Royal Resources L.P.
- (10)

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.