

BLACKSTONE MEZZANINE PARTNERS LP

Form 3

March 16, 2010

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Blackstone Holdings II L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE
GROUP L.P.,Â 345 PARK
AVENUE

(Street)

NEW YORK,Â NYÂ 10154

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/27/2009

3. Issuer Name **and** Ticker or Trading Symbol
Vitamin Shoppe, Inc. [VSI]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**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)Common Stock (1)

446,661

I

See footnotes (1) (3)Common Stock (2)

18,611

I

See footnotes (2) (3)Series A Preferred Stock (1)4,780 (4)

I

See footnotes (1) (3)Series A Preferred Stock (2)199 (4)

I

See footnotes (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants (right to buy)	11/02/2002	11/02/2012	Common Stock	680,589	\$ 0
					I
					See footnotes ⁽¹⁾ (3)
Warrants (right to buy)	11/02/2002	11/02/2012	Common Stock	28,357	\$ 0
					I
					See footnotes ⁽²⁾ (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings I/II GP Inc C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Mezzanine Management Associates L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Mezzanine Associates L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BLACKSTONE MEZZANINE PARTNERS LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BMP Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Mezzanine Holdings 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

^ ^ X ^ ^

Blackstone Group L.P.
345 PARK AVENUE
NEW YORK, NY 10154

^ ^ X ^ ^

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

^ ^ X ^ ^

Signatures

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C., its General Partner, Blackstone Mezzanine Associates L.P., its General Partner for BLACKSTONE MEZZANINE PARTNERS L.P.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory, BMP Side-by-Side GP L.L.C., its General Partner for BLACKSTONE MEZZANINE HOLDINGS L.P.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE MEZZANINE MANAGEMENT ASSOCIATES L.L.C.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C., its General Partner for BLACKSTONE MEZZANINE ASSOCIATES L.P.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory for BMP SIDE-BY-SIDE GP L.L.C.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Holdings I/II GP Inc., its General Partner for BLACKSTONE HOLDINGS II L.P.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE HOLDINGS I/II GP INC.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Group Management L.L.C., its General Partner for THE BLACKSTONE GROUP L.P.

03/16/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE GROUP MANAGEMENT L.L.C.

03/16/2010

__Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

03/16/2010

__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) Represents securities directly beneficially owned by Blackstone Mezzanine Partners L.P. Blackstone Mezzanine Management Associates L.L.C. is the general partner of Blackstone Mezzanine Associates L.P. which is the general partner of Blackstone Mezzanine Partners L.P.
- (2) Represents securities directly beneficially owned by Blackstone Mezzanine Holdings L.P. BMP Side-by-Side GP L.L.C. is the general partner of Blackstone Mezzanine Holdings L.P.
- (3) Blackstone Holdings II L.P. is the managing member of Blackstone Mezzanine Management Associates L.L.C. and the sole member of BMP Side-by-Side GP L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P. The Blackstone Group L.P. is the sole shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Mr. Schwarzman is the founding member of Blackstone Group Management L.L.C.
- (4) As of October 27, 2009, the Series A Preferred Stock was convertible into shares of the Issuer's Common Stock upon an initial public offering by the Issuer, subject to certain conditions. Upon conversion, each share of Series A Preferred Stock would entitle the Reporting Person to a number of shares of the Issuer's Common Stock equal to the liquidation preference amount of \$1,000, plus accrued and unpaid dividends, divided by the offering price per share to the public. Any such conversion would be effected at the time of the closing of such an initial public offering.

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Remarks:

BlackstoneÂ MezzanineÂ PartnersÂ L.P.Â andÂ BlackstoneÂ MezzanineÂ HoldingsÂ L.P.Â areÂ partiesÂ toÂ aÂ Security

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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