

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 \*

Â Blackstone Holdings III L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/23/2018

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

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)☐ Form filed by One Reporting  
Person☒ Form filed by More than One  
Reporting PersonC/O THE BLACKSTONE  
GROUP L.P.,Â 345 PARK  
AVENUE

(Street)

NEW YORK,Â NYÂ 10154

(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 (8) (9)

I

See footnotes (1) (2) (3) (4) (5) (6)

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

SEC 1473 (7-02)

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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)**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  
Derivative5. 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)	
Opco Units <sup>(7)</sup>	Â <sup>(8)(9)</sup>	Â <sup>(8)(9)</sup>	Class A Common Stock	55,197,643 <sup>(10)</sup>	\$ <sup>(8)</sup> <sup>(9)</sup>	I
						See footnotes <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup>

## 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.

(2) 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.

(3) (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.

(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.

(6) 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.

(7) "Opco Units" means ownership interests in Falcon Minerals Operating Partnership, LP ("Opco"). Falcon Minerals Corporation (the "Issuer") is the sole managing member of Opco.

(8) 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).

(9) (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.

(10) 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.

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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