

Blackstone Group L.P.
Form S-8
March 01, 2019

As filed with the Securities and Exchange Commission on March 1, 2019.

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

The Blackstone Group L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

345 Park Avenue
New York, New York 10154
Telephone: (212) 583-5000

20-8875684
(I.R.S. Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of principal executive offices)

The Blackstone Group L.P. Amended and Restated 2007 Equity Incentive Plan

(Full title of the plan)

John G. Finley

Chief Legal Officer

The Blackstone Group L.P.

345 Park Avenue

New York, New York 10154

Telephone: (212) 583-5000

(Name and address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Joshua Ford Bonnie

Simpson Thacher & Bartlett LLP

900 G Street, NW

Washington, D.C. 20001

Telephone: (202) 636-5500

Facsimile: (202) 636-5502

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per Common	Proposed maximum aggregate offering price(2)	Amount of registration fee
		Unit(2)		
Common Units Representing Limited Partner Interests	12,314,080	\$33.61	\$413,876,228.80	\$50,162

(1) Covers common units representing limited partner interests in The Blackstone Group L.P. (Common Units) under The Blackstone Group L.P. Amended and Restated 2007 Equity Incentive Plan (the Plan) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), an indeterminate amount of additional Common Units that may be offered and issued under the Plan to prevent dilution resulting from unit splits, unit distributions or similar transactions.

(2) Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of \$33.61 per Common Unit, which is the average of the high and low price per Common Unit as reported by The New York Stock Exchange on February 26, 2019.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 12,314,080 Common Units of The Blackstone Group L.P. (the Partnership) reserved for issuance under the Plan. These additional Common Units are additional securities of the same class as other securities for which an original registration statement (File No. 333-143948) on Form S-8 was filed with the Securities and Exchange Commission (the Commission) on June 21, 2007 and additional registration statements (File No. 333-157635, File No. 333-165115, File No. 333-172451, File No. 333-179775, File No. 333-186999, File No. 333-194234, File No. 333-202359, File No. 333-209758, File No. 333-216225 and File No. 333-223346) were filed with the Commission on March 2, 2009, March 1, 2010, February 25, 2011, February 28, 2012, March 1, 2013, February 28, 2014, February 27, 2015, February 26, 2016, February 24, 2017 and March 1, 2018, respectively. These additional Common Units have become reserved for issuance as a result of the operation of the evergreen provision of the Plan, which provides that the total number of units subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Partnership pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference in this Registration Statement:

- (a) The Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed on March 1, 2019 and
- (b) Registration Statement on Form 8-A for registration of the Common Units pursuant to Section 12(b) of the Exchange Act, filed on June 19, 2007.

All documents that the Partnership subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed or incorporated by reference as part of this Registration Statement:

Exhibit Number	Description of Document
4.1	Certificate of Limited Partnership of The Blackstone Group L.P. (incorporated by reference to <u>Exhibit 3.1</u> of the Partnership's Registration Statement on Form S-1 (<u>File No. 333-141504</u>) filed on March 22, 2007).
4.2	Amended and Restated Agreement of Limited Partnership of The Blackstone Group L.P. (incorporated by reference to <u>Exhibit 3.1</u> to Form 8-K (<u>File No. 001-33551</u>) filed on June 27, 2007).
4.2.1	Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of The Blackstone Group L.P. dated as of November 3, 2009 (incorporated by reference to <u>Exhibit 3.2.1</u> to the Partnership's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 (<u>File No. 001-33551</u>) filed on November 6, 2009).
4.2.2	Amendment No. 2 to the Amended and Restated Agreement of Limited Partnership of The Blackstone Group L.P. dated as of November 4, 2011 (incorporated by reference to <u>Exhibit 3.2.2</u> to the Partnership's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (<u>File No. 001-33551</u>) filed on November 9, 2011).
4.3	The Blackstone Group L.P. Amended and Restated 2007 Equity Incentive Plan (incorporated by reference to <u>Exhibit 10.1</u> to the Partnership's Current Report on Form 8-K (<u>File No. 001-33551</u>) filed with the SEC on July 9, 2014).
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP.*</u>
23.1	<u>Consent of Deloitte & Touche LLP.*</u>
23.2	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included in the signature page to this Registration Statement).</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York on March 1, 2019.

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its
general partner

By: /s/ Michael S. Chae

Name: Michael S. Chae

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of the general partner of Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint Stephen A. Schwarzman, Jonathan D. Gray, Hamilton E. James, Michael S. Chae and John G. Finley, and each of them, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such Registration Statement and any or all amendments, including post-effective amendments to the Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 1st day of March, 2019.

Signature	Title
/s/ Stephen A. Schwarzman Stephen A. Schwarzman	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Bennett J. Goodman Bennett J. Goodman	Director
/s/ Jonathan D. Gray Jonathan D. Gray	Director
/s/ Hamilton E. James Hamilton E. James	Director
/s/ James W. Breyer James W. Breyer	Director
/s/ John A. Hood John A. Hood	Director
/s/ Rochelle B. Lazarus Rochelle B. Lazarus	Director
/s/ Jay O. Light Jay O. Light	Director
/s/ Brian Mulroney Brian Mulroney	Director
/s/ William G. Parrett	Director

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William G. Parrett

/s/ Michael S. Chae
Michael S. Chae

Chief Financial Officer
(Principal Financial Officer)

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Signature

/s/ Christopher Striano
Christopher Striano

Title

Principal Accounting Officer