

SCHWARZMAN STEPHEN A

Form 3

May 25, 2011

FORM 3UNITED 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 Management
Associates (Cayman) V 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)
05/25/20113. Issuer Name **and** Ticker or Trading Symbol

Freescale Semiconductor Holdings I, Ltd. [FSL]

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 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 Shares

196,136,895

I

See Footnote ⁽¹⁾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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	Â (2)	Â (2)	Common Shares	9,534,587	\$ 36.12	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
BCP V GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	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 X	Â X	Â	Â

Signatures

/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Management Associates (Cayman) V L.P.

05/25/2011

**Signature of Reporting Person

Date

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/s/ Stephen A. Schwarzman	05/23/2011
Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for BCP V GP LLC	05/25/2011
Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Family GP LLC	05/25/2011
Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Holdings III L.P.	05/25/2011
Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for The Blackstone Group L.P.	05/25/2011
Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Group Management L.L.C.	05/25/2011
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).
 These securities may be deemed to be beneficially owned by the Reporting Persons via entities that are directly or indirectly controlled by the Reporting Persons and which in the aggregate hold (1) 3,395,055 Class A limited partnership interests in Freescale Holdings L.P., the direct holder of the reported securities, and (2) interests in Freescale Holdings GP, Ltd., the general partner of Freescale Holdings L.P. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (1) On December 1, 2006, the Issuer issued and granted to Freescale Holdings L.P., pursuant to a warrant agreement (the "Warrant"), subject to customary anti-dilution adjustment pursuant to the terms of the Warrant and certain other adjustments as described therein, the right to purchase 9,534,587 shares of Common Shares of the Issuer, exercisable immediately.
- (2)

Â

Remarks:

Each Reporting Person is filing this statement as a director because Chinh E. Chu, a Senior Manager,

The filing of this statement shall not be deemed to be an admission that, for purposes of Section

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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