

GS Capital Partners VI Parallel LP  
 Form 3  
 June 01, 2009

**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 <b>and</b> Ticker or Trading Symbol |  |
| GS Capital Partners VI Fund, L.P.         |         |          | (Month/Day/Year)                     | PRIMEENERGY CORP [PNRG]                            |  |
| (Last)                                    | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| 85 BROAD STREET                           |         |          |                                      | (Check all applicable)                             | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| (Street)                                  |         |          |                                      | ___ Director                                       | <input checked="" type="checkbox"/> 10% Owner                                    |
| NEW YORK, NY 10004                        |         |          |                                      | ___ Officer  | ___ Other  |
| (City)                                    | (State) | (Zip)    |                                      | (give title below)                                 | (specify below)  |
|   |         |          |                                      |  | ___ Form filed by One Reporting Person   |
|   |         |          |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.10 per share | 623,521 <sup>(2)</sup>                                   | I   | See <sup>(1)</sup> <sup>(2)</sup>                        |

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

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|   | Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares   | or Indirect<br>(I)<br>(Instr. 5) |                                   |
|---|---------------------|--------------------|--|----------------------------------|-----------------------------------|
| Obligation to pay sale<br>proceeds <sup>(3)</sup> | Â <sup>(3)</sup>    | Â <sup>(3)</sup>   | Common<br>Stock, par<br>value 592,345 \$ <sup>(3)</sup><br>\$0.10 per<br>share | I                                | See <sup>(1)</sup> <sup>(2)</sup> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GS Capital Partners VI Fund, L.P.<br>85 BROAD STREET<br>NEW YORK, NY 10004               | Â             | Â X       | Â       | Â     |
| GS Capital Partners VI Offshore Fund, L.P.<br>1209 ORANGE STREET<br>WILMINGTON, DE 19801 | Â             | Â X       | Â       | Â     |
| GS Capital Partners VI Parallel LP<br>85 BROAD ST<br>NEW YORK, NY 10004                  | Â             | Â X       | Â       | Â     |
| GS Capital Partners VI GmbH & Co KG<br>85 BROAD STREET<br>NEW YORK, NY 10004             | Â             | Â X       | Â       | Â     |
| GSCP VI Advisors, L.L.C.<br>1209 ORANGE STREET<br>WILMINGTON, DE 19801                   | Â             | Â X       | Â       | Â     |
| GSCP VI Offshore Advisors, L.L.C.<br>1209 ORANGE STREET<br>WILMINGTON, DE 19801          | Â             | Â X       | Â       | Â     |
| GS Advisors VI, L.L.C.<br>1209 ORANGE STREET<br>WILMINGTON, DE 19801                     | Â             | Â X       | Â       | Â     |

## Signatures

See Exhibit 99.2                      06/01/2009

          Signature of                      Date  
Reporting Person

## 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) For text of Footnote 1, see Exhibit 99.1.
- (2) For text of Footnote 2, see Exhibit 99.1.

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(3) For text of Footnote 3, see Exhibit 99.1.

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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