

Blackstone Holdings II L.P.

Form 3

June 11, 2018

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 \*

Blackstone Holdings II L.P.

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/30/2018

3. Issuer Name and Ticker or Trading Symbol  
CorePoint Lodging Inc. [CPLG]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

6,769,655

I

See Footnotes (1) (16) (18) (19) (21)  
(22) (23) (24) (25)

Common Stock

932,172

I

See Footnotes (2) (17) (18) (21) (22)  
(23) (24) (25)

Common Stock

526,436

I

See Footnotes (3) (18) (21) (22) (23)  
(24) (25)

Common Stock

177,047

I

See Footnotes (4) (18) (21) (22) (23)  
(24) (25)

Common Stock

71,631

I

See Footnotes (5) (18) (21) (22) (23)  
(24) (25)

Common Stock

190,751

I

See Footnotes (6) (18) (21) (22) (23)  
(24) (25)

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|              |           |   |                                                                                                      |
|--------------|-----------|---|------------------------------------------------------------------------------------------------------|
| Common Stock | 262,018   | I | See Footnotes <u>(7)</u> <u>(18)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u>  |
| Common Stock | 304,078   | I | See Footnotes <u>(8)</u> <u>(18)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u>  |
| Common Stock | 89,162    | I | See Footnotes <u>(9)</u> <u>(20)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u>  |
| Common Stock | 3,045,672 | I | See Footnotes <u>(10)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u> |
| Common Stock | 770,527   | I | See Footnotes <u>(11)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u> |
| Common Stock | 1,096,835 | I | See Footnotes <u>(12)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u> |
| Common Stock | 2,817,965 | I | See Footnotes <u>(13)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u> |
| Common Stock | 88,291    | I | See Footnotes <u>(14)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u> |
| Common Stock | 444,298   | I | See Footnotes <u>(15)</u> <u>(20)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u><br><u>(24)</u> <u>(25)</u> |

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)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                    |                                                                                                      |                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                       | Director      | 10% Owner | Officer | Other |
| Blackstone Holdings II L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | Â             | Â X       | Â       | Â     |

BREA IV L.L.C.  
C/O THE BLACKSTONE GROUP L.P.     ^     ^ X     ^     ^  
345 PARK AVENUE  
NEW YORK, NY 10154

BREA V L.L.C.  
C/O THE BLACKSTONE GROUP L.P.     ^     ^ X     ^     ^  
345 PARK AVENUE  
NEW YORK, NY 10154

BREP IV Side-by-Side GP L.L.C.  
C/O THE BLACKSTONE GROUP L.P.     ^     ^ X     ^     ^  
345 PARK AVENUE  
NEW YORK, NY 10154

BREP V Side-by-Side GP L.L.C.  
C/O THE BLACKSTONE GROUP L.P.     ^     ^ X     ^     ^  
345 PARK AVENUE,  
NEW YORK, NY 10154

Blackstone Holdings I/II GP Inc  
C/O THE BLACKSTONE GROUP L.P.     ^     ^ X     ^     ^  
345 PARK AVENUE,  
NEW YORK, NY 10154

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

Blackstone Group Management L.L.C.  
C/O THE BLACKSTONE GROUP L.P.     ^     ^ X     ^     ^  
345 PARK AVENUE  
NEW YORK, NY 10154

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

## Signatures

BREP IV SIDE-BY-SIDE GP L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/11/2018

\_\_Signature of Reporting Person Date

BREP V SIDE-BY-SIDE GP L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/11/2018

\_\_Signature of Reporting Person Date

BREA IV L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/11/2018

\_\_Signature of Reporting Person Date

BREA V L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/11/2018

\_\_Signature of Reporting Person Date

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|                                                                                                                                                                     |                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner,<br>By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 06/11/2018<br><br>Date |
| **Signature of Reporting Person                                                                                                                                     |                        |
| BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley,<br>Title: Chief Legal Officer                                                       | 06/11/2018<br><br>Date |
| **Signature of Reporting Person                                                                                                                                     |                        |
| THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general<br>partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 06/11/2018<br><br>Date |
| **Signature of Reporting Person                                                                                                                                     |                        |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G.<br>Finley, Title: Chief Legal Officer                                                     | 06/11/2018<br><br>Date |
| **Signature of Reporting Person                                                                                                                                     |                        |
| /s/ Stephen A. Schwarzman                                                                                                                                           | 06/11/2018<br><br>Date |
| **Signature of 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) These securities are directly held by BRE/LQJV-NQ L.L.C. ("BRE-NQ").
- (2) These securities are directly held by BRE/ Prime Mezz 2 L.L.C. ("BRE Prime").
- (3) These securities are directly held by Blackstone Real Estate Partners IV L.P. ("BREP IV").
- (4) These securities are directly held by Blackstone Real Estate Partners IV.F L.P. ("BREP IV F").
- (5) These securities are directly held by Blackstone Real Estate Partners IV.TE.2 L.P. ("BREP IV TE.2").
- (6) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.1 L.P. ("BREPDC IV TE.1").
- (7) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.2 L.P. ("BREPDC IV TE.2").
- (8) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.3-A L.P. ("BREPDC IV TE.3").
- (9) These securities are directly held by Blackstone Real Estate Holdings IV L.P. ("BREH IV").
- (10) These securities are directly held by Blackstone Real Estate Partners V L.P. ("BREP V").
- (11) These securities are directly held by Blackstone Real Estate Partners V.F L.P. ("BREP V F").
- (12) These securities are directly held by Blackstone Real Estate Partners V.TE.1 L.P. ("BREP V TE.1").
- (13) These securities are directly held by Blackstone Real Estate Partners V.TE.2 L.P. ("BREP V TE.2").
- (14) These securities are directly held by Blackstone Real Estate Partners (AIV) V L.P. ("BREP AIV V").
- (15) These securities are directly held by Blackstone Real Estate Holdings V L.P. ("BREH V," and together with BRE-NQ, BRE Prime, BREP IV, BREP IV F, BREP IV TE.2, BREPDC IV TE.1, BREPDC IV TE.2, BREPDC IV TE.3, BREH IV, BREP V, BREP V F, BREP V TE.1, BREP V TE.2 and BREP AIV V, the "Blackstone Funds").
- (16) The managing members of BRE-NQ are BREP IV and BREP V.  
 The managing member of BRE Prime is BRE/Prime Mezz 3-A L.L.C. The managing member of BRE/Prime Mezz 3-A L.L.C. is BRE/Prime Holdings L.L.C. The managing member of BRE/Prime Holdings L.L.C. is WIH Hotels L.L.C. The managing member of WIH Hotels L.L.C. is BREP IV.
- (17) The managing member of BRE Prime is BRE/Prime Mezz 3-A L.L.C. The managing member of BRE/Prime Holdings L.L.C. is WIH Hotels L.L.C. The managing member of WIH Hotels L.L.C. is BREP IV.
- (18) The general partner of each of BREP IV, BREP IV F, BREP IV TE.2, BREPDC IV TE.1, BREPDC IV TE.2 and BREPDC IV TE.3 is Blackstone Real Estate Associates IV L.P. The general partner of Blackstone Real Estate Associates IV L.P. is BREA IV L.L.C.
- (19) The general partner of each of BREP V, BREP V F, BREP V TE.1, BREP V TE.2 and BREP AIV V is Blackstone Real Estate Associates V L.P. The general partner of Blackstone Real Estate Associates V L.P. is BREA V L.L.C.

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- (20) The general partner of BREH V is BREP V Side-by-Side GP L.L.C. The general partner of BREH IV is BREP IV Side-by-Side GP L.L.C.
- (21) The sole member of each of BREP IV Side-by-Side GP L.L.C. and BREP V Side-by-Side GP L.L.C. and managing member of each of BREA IV L.L.C. and BREA V L.L.C is Blackstone Holdings II L.P.
- (22) The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. 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.
- (23) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (24) 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.
- (25) 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.

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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