

Blackstone Holdings III L.P.
Form 3
March 18, 2019

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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Blackstone Holdings III L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/11/2019</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Tallgrass Energy, LP [TGE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

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 A shares | 21,751,018 | I | See Footnotes (1) (4) (7) (8) (9) |
| Class B shares | 98,067,182 (6) | I | See Footnotes (2) (4) (5) (7) (8) (9) |
| Class B shares | 2,587,939 (6) | I | See Footnotes (3) (4) (5) (7) (8) (9) |

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)

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| 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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
|---|--|--------------------|--|--|--|--|--------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| TE units | Â (5) | Â (5) | Class A Shares | 98,067,182 (6) | \$ (5) | I | See Footnotes (2) (4) (7) (8) (9) |
| TE units | Â (5) | Â (5) | Class A Shares | 2,587,939 (6) | \$ (5) | I | See Footnotes (3) (4) (7) (8) (9) |
| Obligation to Transfer | Â (6) | Â (6) | Class A shares/Class B shares/TE units | (6) | \$ (6) | I | See Footnotes (4) (6) (7) (8) (9) |

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 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. 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 | 03/18/2019 |
| __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 | 03/18/2019 |
| __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 | 03/18/2019 |
| __Signature of Reporting Person | Date |
| THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 03/18/2019 |
| __Signature of Reporting Person | Date |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 03/18/2019 |
| __Signature of Reporting Person | Date |
| By: /s/ Steven A. Schwarzman, Name: Steven A. Schwarzman | 03/18/2019 |
| __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) These Class A shares representing limited partner interests ("Class A shares") of Tallgrass Energy, LP ("TGE") are owned directly by Prairie Non-ECI Acquiror LP ("Non-ECI Acquiror").
- (2) These Class B shares representing non-economic limited partner interests ("Class B shares") of TGE and TE units representing membership interests ("TE units") of Tallgrass Equity, LLC ("TE") are owned directly by Prairie ECI Acquiror LP ("ECI Acquiror").
- (3) These Class B shares and TE units are owned directly by Prairie VCOC Acquiror LP ("VCOC Acquiror").
- BIP Holdings Manager L.L.C. is the general partner of each of Non-ECI Acquiror, ECI Acquiror and VCOC Acquiror (the "Acquiror LPs"). Blackstone Infrastructure Associates L.P. ("BIA") is the sole member of BIP Holdings Manager L.L.C. The general partner of BIA is BIA GP L.P. ("BIA GP"). The general partner of BIA GP is BIA GP L.L.C. The sole member of BIA GP L.L.C. is Blackstone Holdings III L.P. 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) TE units may be exchanged by the holders thereof for an equivalent number of Class A shares and upon such exchange, an equivalent number of Class B shares held by such holder will be cancelled.
- Pursuant to an Equityholders' Agreement dated as of March 11, 2019, affiliates of BIA GP are required to transfer to affiliates of Enagas, S.A. ("Enagas"), promptly after the Committee on Foreign Investments in the United States approves their making further investments in
- (6) TGE's securities, BIA GP's indirect interest in (i) 4,308,696 Class B shares and 4,308,696 TE units in exchange for \$77.1 million plus the assumption by an affiliate of Enagas of \$38.9 million of debt and (ii) approximately 5.60% of the Class A shares owned by Prairie Secondary Acquiror E LP on the date of settlement in exchange for \$14.1 million.
- (7) Each of the Reporting Persons (other than each of the Acquiror LPs to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Acquiror LPs, 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 each of the

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Acquiror LPs to the extent they directly hold 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.

- (8) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.