

BLACKSTONE MEZZANINE PARTNERS LP
 Form 3
 March 16, 2010

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>Â Blackstone Holdings II L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P.,Â 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/27/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Vitamin Shoppe, Inc. [VSI]</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) |
|-------------------------------------|--|---|--|
| Common Stock <u>(1)</u> | 446,661 | I | See footnotes <u>(1)</u> <u>(3)</u> |
| Common Stock <u>(2)</u> | 18,611 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Series A Preferred Stock <u>(1)</u> | 4,780 <u>(4)</u> | I | See footnotes <u>(1)</u> <u>(3)</u> |
| Series A Preferred Stock <u>(2)</u> | 199 <u>(4)</u> | I | See footnotes <u>(2)</u> <u>(3)</u> |

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 | | | |
| Warrants (right to buy) | 11/02/2002 | 11/02/2012 | Common Stock | 680,589 | \$ 0 | I | See footnotes ⁽¹⁾ <u>(3)</u> |
| Warrants (right to buy) | 11/02/2002 | 11/02/2012 | Common Stock | 28,357 | \$ 0 | I | See footnotes ⁽²⁾ <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Holdings I/II GP Inc C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Mezzanine Management Associates L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Mezzanine Associates L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BLACKSTONE MEZZANINE PARTNERS LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BMP Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Mezzanine Holdings L.P. C/O THE 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

^ ^ X ^ ^

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

^ ^ X ^ ^

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

^ ^ X ^ ^

Signatures

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C., its General Partner, Blackstone Mezzanine Associates L.P., its General Partner for BLACKSTONE MEZZANINE PARTNERS L.P. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory, BMP Side-by-Side GP L.L.C., its General Partner for BLACKSTONE MEZZANINE HOLDINGS L.P. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE MEZZANINE MANAGEMENT ASSOCIATES L.L.C. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C., its General Partner for BLACKSTONE MEZZANINE ASSOCIATES L.P. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory for BMP SIDE-BY-SIDE GP L.L.C. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Holdings I/II GP Inc., its General Partner for BLACKSTONE HOLDINGS II L.P. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE HOLDINGS I/II GP INC. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Group Management L.L.C., its General Partner for THE BLACKSTONE GROUP L.P. 03/16/2010

__Signature of Reporting Person Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE GROUP MANAGEMENT L.L.C. 03/16/2010

__Signature of Reporting Person Date

/s/ Stephen A. Schwarzman 03/16/2010

__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) Represents securities directly beneficially owned by Blackstone Mezzanine Partners L.P. Blackstone Mezzanine Management Associates L.L.C. is the general partner of Blackstone Mezzanine Associates L.P. which is the general partner of Blackstone Mezzanine Partners L.P.
 - (2) Represents securities directly beneficially owned by Blackstone Mezzanine Holdings L.P. BMP Side-by-Side GP L.L.C. is the general partner of Blackstone Mezzanine Holdings L.P.
 - (3) Blackstone Holdings II L.P. is the managing member of Blackstone Mezzanine Management Associates L.L.C. and the sole member of BMP Side-by-Side GP L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P. The Blackstone Group L.P. is the sole shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Mr. Schwarzman is the founding member of Blackstone Group Management L.L.C.
 - (4) As of October 27, 2009, the Series A Preferred Stock was convertible into shares of the Issuer's Common Stock upon an initial public offering by the Issuer, subject to certain conditions. Upon conversion, each share of Series A Preferred Stock would entitle the Reporting Person to a number of shares of the Issuer's Common Stock equal to the liquidation preference amount of \$1,000, plus accrued and unpaid dividends, divided by the offering price per share to the public. Any such conversion would be effected at the time of the closing of such an initial public offering.

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Remarks:

BlackstoneÂ MezzanineÂ PartnersÂ L.P.Â andÂ BlackstoneÂ MezzanineÂ HoldingsÂ L.P.Â areÂ partiesÂ toÂ aÂ Security

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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