

BLACKSTONE MORTGAGE TRUST, INC.  
Form SC 13D/A  
May 20, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**Blackstone Mortgage Trust, Inc.**

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

09257W100

(CUSIP Number)

Randall S. Rothschild

The Blackstone Group L.P.

345 Park Avenue

New York, New York 10154

Tel: (212) 583-5000

*with a copy to:*

Edgar Filing: BLACKSTONE MORTGAGE TRUST, INC. - Form SC 13D/A

**Brian M. Stadler, Esq.**

**Andrew R. Keller, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, NY 10017**

**Tel: (212) 455-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**May 13, 2013**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 09257W100

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **500,000**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **500,000**

WITH 10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**500,000**  
**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..  
**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**17.1%**  
**14** TYPE OF REPORTING PERSON (See Instructions)

**PN**

The calculation of the foregoing percentage is based on 2,926,651 shares of Common Stock (as defined below) outstanding, as reported in the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 of Blackstone Mortgage Trust, Inc. as filed with the Securities and Exchange Commission on May 6, 2013.

CUSIP No. 09257W100

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III GP L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **500,000**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **500,000**

WITH 10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**500,000**  
**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..  
**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**17.1%**  
**14** TYPE OF REPORTING PERSON (See Instructions)

**PN**

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CUSIP No. 09257W100

1 NAMES OF REPORTING PERSONS

**BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES

**500,000**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

**0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

**500,000**

10 SHARED DISPOSITIVE POWER

WITH

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**500,000**  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**17.1%**  
14 TYPE OF REPORTING PERSON (See Instructions)

**00**

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CUSIP No. 09257W100

1 NAMES OF REPORTING PERSONS

**THE BLACKSTONE GROUP L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **500,000**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **500,000**

WITH 10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**500,000**  
**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..  
**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**17.1%**  
**14** TYPE OF REPORTING PERSON (See Instructions)

**PN**

The calculation of the foregoing percentage is based on 2,926,651 shares of Common Stock (as defined below) outstanding, as reported in the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 of Blackstone Mortgage Trust, Inc. as filed with the Securities and Exchange Commission on May 6, 2013.

CUSIP No. 09257W100

1 NAMES OF REPORTING PERSONS

**BLACKSTONE GROUP MANAGEMENT L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES **500,000**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **500,000**

WITH 10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**500,000**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**17.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

**00**

The calculation of the foregoing percentage is based on 2,926,651 shares of Common Stock (as defined below) outstanding, as reported in the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 of Blackstone Mortgage Trust, Inc. as filed with the Securities and Exchange Commission on May 6, 2013.

CUSIP No. 09257W100

1 NAMES OF REPORTING PERSONS

**STEPHEN A. SCHWARZMAN**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

**OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

7 SOLE VOTING POWER

NUMBER OF

SHARES **500,000**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **500,000**

WITH 10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**500,000**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**17.1%**

14 TYPE OF REPORTING PERSON (See Instructions)

**IN**

The calculation of the foregoing percentage is based on 2,926,651 shares of Common Stock (as defined below) outstanding, as reported in the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 of Blackstone Mortgage Trust, Inc. as filed with the Securities and Exchange Commission on May 6, 2013.

This Amendment No. 3 ( Amendment No. 3 ) to Schedule 13D relates to the class A common stock, par value \$0.01 per share ( Common Stock ), of Blackstone Mortgage Trust, Inc., a Maryland corporation (the Issuer ), and amends and supplements the initial statement on Schedule 13D filed on December 21, 2012 (the Schedule 13D ), as amended and supplemented by Amendment No. 1 to Schedule 13D filed on March 27, 2013 and Amendment No. 2 to Schedule 13D filed on May 8, 2013. Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings ascribed to them in the Schedule 13D.

**Item 4. Purpose of the Transaction.**

Item 4 of the Schedule 13D is hereby supplemented as follows:

On May 14, 2013, the Issuer filed Amendment No. 1 to its Registration Statement on Form S-11 (File No. 333-187541) with the Securities and Exchange Commission relating to a proposed offering of shares of the Issuer's Common Stock (the Proposed Offering ). In connection with the Proposed Offering, Blackstone Holdings III has communicated an interest in purchasing an aggregate of up to \$50.0 million of shares of the Issuer's Common Stock in the Proposed Offering at the public offering price. However, because indications of interest are not binding agreements or commitments to purchase and no price has been fixed, the underwriters for the Proposed Offering could determine to sell more, less or no shares of Common Stock to the Reporting Persons and the Reporting Persons may purchase more, less or no shares of Common Stock based on their continuing review of Blackstone Holdings III's investment in the Issuer.

Previously, Holdings III entered into a Lock-Up Agreement, dated as of March 26, 2013, a copy of which was filed as Exhibit 6 to Amendment No. 1 to Schedule 13D filed by the Issuer on March 27, 2013 and incorporated herein by reference.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 20, 2013

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

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

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

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



BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

/s/ STEPHEN A. SCHWARZMAN  
STEPHEN A. SCHWARZMAN