

BLACKSTONE MORTGAGE TRUST, INC.  
Form SC 13D/A  
May 31, 2013

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

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

**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:*

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)

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

May 29, 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

**2,460,784**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

**0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

**2,460,784**

10 SHARED DISPOSITIVE POWER

WITH

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,460,784**  
**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)

**8.5%**  
**14** TYPE OF REPORTING PERSON (See Instructions)

**PN**

The percentage of shares of Common Stock (as defined below) is calculated assuming 28,801,424 shares of Common Stock outstanding, after giving effect to the Offering (as defined below), based on information reported in the Issuer's press release dated May 29, 2013 announcing the closing of the Offering and information provided by the Issuer.

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**

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..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

7 SOLE VOTING POWER

NUMBER OF

SHARES

**2,460,784**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

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**0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

**2,460,784**

10 SHARED DISPOSITIVE POWER

WITH

**0**

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**8.5%**  
14 TYPE OF REPORTING PERSON (See Instructions)

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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

**2,460,784**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

**0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

**2,460,784**

10 SHARED DISPOSITIVE POWER

WITH

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,460,784**  
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..  
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**8.5%**  
14 TYPE OF REPORTING PERSON (See Instructions)

**00**

The percentage of shares of Common Stock is calculated assuming 28,801,424 shares of Common Stock outstanding, after giving effect to the Offering, based on information reported in the Issuer's press release dated May 29, 2013 announcing the closing of the Offering and information provided by the Issuer.

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 **2,460,784**

8 SHARED VOTING POWER  
BENEFICIALLY

OWNED BY

EACH **0**  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **2,460,784**

10 SHARED DISPOSITIVE POWER  
WITH

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,460,784**  
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)

**8.5%**  
14 TYPE OF REPORTING PERSON (See Instructions)

**PN**

The percentage of shares of Common Stock is calculated assuming 28,801,424 shares of Common Stock outstanding, after giving effect to the Offering, based on information reported in the Issuer's press release dated May 29, 2013 announcing the closing of the Offering and information provided by the Issuer.

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

**2,460,784**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

**0**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

**2,460,784**

WITH

10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,460,784**

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)

**8.5%**

14 TYPE OF REPORTING PERSON (See Instructions)

**OO**

The percentage of shares of Common Stock is calculated assuming 28,801,424 shares of Common Stock outstanding, after giving effect to the Offering, based on information reported in the Issuer's press release dated May 29, 2013 announcing the closing of the Offering and information provided by the Issuer.

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

**2,460,784**

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

**0**

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

**2,460,784**

10  SHARED DISPOSITIVE POWER

WITH

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,460,784**

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)

**8.5%**

14 TYPE OF REPORTING PERSON (See Instructions)

**IN**

The percentage of shares of Common Stock is calculated assuming 28,801,424 shares of Common Stock outstanding, after giving effect to the Offering, based on information reported in the Issuer's press release dated May 29, 2013 announcing the closing of the Offering and information provided by the Issuer.

This Amendment No. 4 ( Amendment No. 4 ) 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, Amendment No. 2 to Schedule 13D filed on May 8, 2013 and Amendment No. 3 to Schedule 13D filed on May 20, 2013. Capitalized terms used but not defined in this Amendment No. 4 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 29, 2013, the Issuer sold an aggregate of 25,875,000 shares of Common Stock (including 3,375,000 shares sold to the underwriters upon full exercise of the underwriters' over-allotment option) (the Offering ) to a syndicate of underwriters in a firm commitment underwritten offering. Holdings III purchased 1,960,784 shares of Common Stock for an aggregate purchase price of \$50.0 million in the Offering at the public offering price of \$25.50 per share.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of Schedule 13D is hereby amended and restated as follows:

(a) (b) As of the date hereof, Blackstone Holdings III directly holds 2,460,784 shares of Common Stock.

Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P. The Blackstone Group L.P. is the managing member of Blackstone Holdings III GP Management L.L.C. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. is wholly owned by its senior managing directors and controlled by its founder, Stephen A. Schwarzman. Each of the Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares of Common Stock beneficially owned by Blackstone Holdings III.

The aggregate number and percentage of the shares of Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference. The percentage of shares of Common Stock beneficially owned by each Reporting Person set forth on the cover pages of this Schedule 13D is calculated assuming 28,801,424 shares of Common Stock outstanding, after giving effect to the Offering, based on information reported in the Issuer's press release dated May 29, 2013 announcing the closing of the Offering and information provided by the Issuer.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons (other than Blackstone Holdings III, which directly holds the shares of Common Stock reported on this Schedule 13D) is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) Except as set forth herein, none of the Reporting Persons has engaged in any transaction since the most recent filing of Schedule 13D filed on May 20, 2013.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby supplemented as follows:

Holdings III previously 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. In connection with the Offering, pursuant to the requirements of the Financial Industry Regulatory Authority, Inc., Holdings III entered into an additional lock-up agreement, dated as of May 29, 2013 (the Offering Lock-Up Agreement ) pursuant to which it agreed that, until 180 days after the May 22, 2013 effectiveness of the Issuer's Registration Statement on Form S-11 (File No. 333-187541) it will not dispose of or hedge the Common Stock.

The description of the Offering Lock-Up Agreement contained in this Item 6 is not intended to be complete and is qualified in its entirety by reference to such agreement, which is filed as an exhibit hereto and incorporated by reference herein.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of Schedule 13D is hereby supplemented as follows:

10. Additional Blackstone Mortgage Trust, Inc. Lock-Up Agreement dated as of May 29, 2013 of Blackstone Holdings III L.P.

**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 31, 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