

SW Delaware (GSO) L.P.
 Form 4
 May 10, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
 SW Delaware L.P.

2. Issuer Name and Ticker or Trading Symbol
 SeaWorld Entertainment, Inc.
 [SEAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

05/08/2017

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

NEW YORK, NY 10154

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | Code | V | Amount | | | | |
| | | | | | (A) or (D) | Price | | | |
| Common Stock | 05/08/2017 | | S | | 15,820,811 | D | \$ 23 0 | I | See Footnotes (1) (2) (11) (12) (13) (14) (15) |
| Common Stock | 05/08/2017 | | S | | 493,827 | D | \$ 23 0 | I | See Footnotes (1) (3) (11) (12) (13) (14) (15) |
| | 05/08/2017 | | S | | 555,394 | D | \$ 23 0 | I | |

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| | | | | | | | | |
|--------------|------------|--|---|---------|---|--------------|---|--|
| Common Stock | | | | | | | See Footnotes <u>(1)</u> <u>(4)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> | |
| Common Stock | 05/08/2017 | | S | 506,711 | D | \$ 23 0 | I | See Footnotes <u>(1)</u> <u>(5)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock | 05/08/2017 | | S | 132,040 | D | \$ 23 50,000 | I | See Footnotes <u>(1)</u> <u>(6)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock | 05/08/2017 | | S | 570,487 | D | \$ 23 0 | I | See Footnotes <u>(1)</u> <u>(7)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock | 05/08/2017 | | S | 445,853 | D | \$ 23 0 | I | See Footnotes <u>(1)</u> <u>(8)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock | 05/08/2017 | | S | 679,058 | D | \$ 23 0 | I | See Footnotes <u>(1)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Stock | 05/08/2017 | | S | 247,882 | D | \$ 23 0 | I | See Footnotes <u>(1)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene Own Follo Repo Trans (Instr | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SW Delaware L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware A L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware B L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware C L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware D L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware E L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware F L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| | | X | | |

SW Delaware Co-Invest L.P.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

SW Delaware (GSO) L.P.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

X

Signatures

SW DELAWARE L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE A L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE B L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE C L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE D L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE E L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE F L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital Partners
 (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman) V L.P.,
 its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE CO-INVEST L.P., By: SW Cayman Limited, its GP, By: Blackstone
 Capital Partners (Cayman III) V LP, its sole SH, By: Blackstone Management Associates
 (Cayman) V LP, its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal
 Officer 05/10/2017

__Signature of Reporting Person Date

SW DELAWARE (GSO) L.P., By: SW Cayman Limited, its GP, By: Blackstone Capital

Partners (Cayman III) V L.P., its sole SH, By: Blackstone Management Associates (Cayman)
V L.P., its GP, By: BCP V GP L.L.C., its GP, By: /s/ John G. Finley, Chief Legal Officer

05/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 shares represent Common Stock that are directly held by the Partnerships (as defined below).
- (2) These securities are directly held by SW Delaware L.P. ("SWD").
- (3) These securities are directly held by SW Delaware A L.P. ("SWDA").
- (4) These securities are directly held by SW Delaware B L.P. ("SWDB").
- (5) These securities are directly held by SW Delaware C L.P. ("SWDC").
- (6) These securities are directly held by SW Delaware D L.P. ("SWDD").
- (7) These securities are directly held by SW Delaware E L.P. ("SWDE").
- (8) These securities are directly held by SW Delaware F L.P. ("SWDF").
- (9) These securities are directly held by SW Delaware Co-Invest L.P. ("SWDCI").
- (10) These securities are directly held by SW Delaware (GSO) L.P. (together with SWD, SWDA, SWDB, SWDC, SWDD, SWDE, SWDF and SWDCI, the "Blackstone Partnerships").
- (11) Under the terms of the partnership agreements of the Partnerships, the general partner determines any voting and disposition decisions with respect to the shares of Common Stock held by the Partnerships. In certain circumstances, Blackstone and certain co-investors in the Partnerships are permitted to surrender their interests in the Partnerships to the Partnerships and receive shares of Common Stock held by the Partnerships.
- The general partner of each of the Partnerships is SW Cayman Limited. SW Cayman Limited is wholly owned by Blackstone Capital Partners (Cayman III) V L.P. The general partner of Blackstone Capital Partners (Cayman III) V L.P. is Blackstone Management Associates (Cayman) V L.P. The general partner of Blackstone Management Associates (Cayman) V L.P. is BCP V GP L.L.C. The sole member of BCP V 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.
- (12) 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. As a result of his control of Blackstone Group Management L.L.C., Mr. Schwarzman may be deemed to have voting and investment power with respect to the shares held by the Partnerships.
- (13) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships to the extent of their direct holdings) disclaims beneficial ownership of such shares, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (14) Due to the limitations of the Securities and Exchange Commission's EDGAR system, SW Cayman Limited, Blackstone Capital Partners (Cayman III) V L.P., Blackstone Management Associates (Cayman) V L.P., BCP V GP L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman have filed a separate Form 4.
- (15)

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.