

VANGUARD HEALTH SYSTEMS INC

Form 4

October 03, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BLACKSTONE MANAGEMENT  
ASSOCIATES IV LLC**

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**VANGUARD HEALTH SYSTEMS  
INC [VHS]**

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

10/01/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**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                    | 10/01/2013                           |                                                    | D <sup>(1)</sup>               |                                                                   | 20,585,466                                                                                    | D                                                        | \$ 21 0                                               | I | See Footnotes (1) (2) (3) (4) |
| Common Stock                    | 10/01/2013                           |                                                    | D <sup>(1)</sup>               |                                                                   | 385,659                                                                                       | D                                                        | \$ 21 0                                               | I | See Footnotes (1) (2) (3) (5) |
| Common Stock                    | 10/01/2013                           |                                                    | D <sup>(1)</sup>               |                                                                   | 1,248,232                                                                                     | D                                                        | \$ 21 0                                               | I | See Footnotes (1) (2) (3) (6) |
| Common                          | 10/01/2013                           |                                                    | D <sup>(1)</sup>               |                                                                   | 3,601,578                                                                                     | D                                                        | \$ 21 0                                               | I | See                           |

| Stock           |            |  |                  |           |   |         | Footnotes<br>(1) (2) (3) (7)                 |
|-----------------|------------|--|------------------|-----------|---|---------|----------------------------------------------|
| Common<br>Stock | 10/01/2013 |  | D <sup>(1)</sup> | 782,538   | D | \$ 21 0 | I<br>See<br>Footnotes<br>(1) (2) (3) (8)     |
| Common<br>Stock | 10/01/2013 |  | D <sup>(1)</sup> | 1,290,366 | D | \$ 21 0 | I<br>See<br>Footnotes<br>(1) (2) (3) (9)     |
| Common<br>Stock | 10/01/2013 |  | D <sup>(1)</sup> | 1,487,725 | D | \$ 21 0 | I<br>See<br>Footnotes<br>(1) (2) (3)<br>(10) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BLACKSTONE MANAGEMENT ASSOCIATES IV LLC  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

BCP IV SIDE-BY-SIDE GP L.L.C.  
C/O THE BLACKSTONE GROUP L.P.

X

345 PARK AVENUE  
NEW YORK, NY 10154

Blackstone Holdings III L.P.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Blackstone Holdings III GP L.P.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Blackstone Holdings III GP 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

Blackstone Group Management L.L.C.  
C/O THE 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

BLACKSTONE MANAGEMENT ASSOCIATES IV L.L.C., By: /s/ John G. Finley, Name:  
John G. Finley, Title: Chief Legal Officer

10/03/2013

\_\_Signature of Reporting Person

Date

BCP IV SIDE-BY-SIDE GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title:  
Chief Legal Officer

10/03/2013

\_\_Signature of Reporting Person

Date

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

10/03/2013

\_\_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

10/03/2013

\_\_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

10/03/2013

\_\_Signature of Reporting Person

Date

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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

10/03/2013

\_\_Signature of Reporting Person

Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

10/03/2013

\_\_Signature of Reporting Person

Date

STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A. Schwarzman

10/03/2013

\_\_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) This Form 4 is being filed solely to add additional entities affiliated with the direct holders of the reported securities reported herein as Reporting Persons which may be deemed to indirectly beneficially own the securities reported herein.
- (2) The general partner of each of Blackstone FCH Capital Partners IV L.P., Blackstone Health Commitment Partners L.P., Blackstone Capital Partners IV-A L.P., Blackstone FCH Capital Partners IV-A L.P., Blackstone FCH Capital Partners IV-B L.P. and Blackstone Health Commitment Partners-A L.P is Blackstone Management Associates IV L.L.C. The general partner for Blackstone Family Investment Partnership IV-A L.P. is BCP IV Side-by-Side GP L.L.C.(continued to Footnote 3)
- (3) The majority of the membership interests in Blackstone Management Associates IV L.L.C. are held by Blackstone Holdings III L.P. The sole member of BCP IV Side-by-Side 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) Represents shares held by Blackstone FCH Capital Partners IV LP.
- (5) Represents shares held by Blackstone Capital Partners IV-A LP.
- (6) Represents shares held by Blackstone Family Investment Partnership IV-A LP.
- (7) Represents shares held by Blackstone Health Commitment Partners LP.
- (8) Represents shares held by Blackstone Health Commitment Partners -A LP.
- (9) Represents shares held by Blackstone FCH Capital Partners IV-A LP.
- (10) Represents shares held by Blackstone FCH Capital Partners IV-B LP.

### Remarks:

Due to the limitations of the Securities and Exchange Commission's EDGAR system, Blackstone FCH Capital Partners IV LP

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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