BLACKSTONE CAPITAL PARTNERS V L P
Form 4
October 06, 2017

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BLACKSTONE REAL ESTATE PARTNERS VI TE 2 L P

(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
Hilton Worldwide Holdings Inc. [HLT]

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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	10/04/2017		S		13,690,219	D	$ 69.105 (1)	15,177,198	I	See Footnotes (2) (5) (11) (12) (13) (14)
Common Stock	10/04/2017		S		471,954	D	$ 69.105 (1)	522,485	I	See Footnotes (3) (5) (11) (12) (13) (14)
Common Stock	10/04/2017		S		48,420	D	$ 69.105 (1)	52,837	I	See Footnotes (4) (5) (11)

									(12) (13) (14)
Common Stock	10/04/2017		S	2,849	D	$ 69.105 (1)	3,109	I	See Footnotes (6) (11) (12) (13) (14)
Common Stock	10/04/2017		S	1,374,572	D	$ 69.105 (1)	1,499,970	I	See Footnotes (7) (11) (12) (13) (14)
Common Stock	10/04/2017		S	8,161	D	$ 69.105 (1)	8,904	I	See Footnotes (8) (11) (12) (13) (14)
Common Stock							126,991	I	See Footnotes (9) (11) (12) (13) (14)
Common Stock							153,392	I	See Footnotes (10) (11) (12) (13) (14)

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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
BLACKSTONE REAL ESTATE PARTNERS VI TE 2 L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
HLT BREP VI.TE.2 Holdings Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Holdings VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BREP VI Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
HLT BREH Intl II Holdings Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Holdings International II-Q L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BREP International II-Q GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BREP International II-Q GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE REAL ESTATE PARTNERS VI L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE CAPITAL PARTNERS V L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
HLT BREP VI.TE.2 HOLDINGS HOLDCO LLC, By: Blackstone Real Estate Partners VI.TE.2 L.P., its sole member, By: Blackstone Real Estate Associates VI L.P., its GP, By: BREA VI L.L.C., its GP, By: /s/ Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE HOLDINGS VI L.P., By: BREP VI Side-by-Side GP L.L.C., its general partner, By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
BREP VI SIDE-BY-SIDE GP L.L.C., By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
HLT BREH INTL II HOLDINGS HOLDCO LLC, By: Blackstone Real Estate Holdings International II-Q L.P., its controlling member, By: BREP International II-Q GP L.P., its GP, By: BREP International II-Q GP L.L.C., its GP,By: /s/ Paul Quinlan, Managing Director	10/06/2017
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE HOLDINGS INTERNATIONAL II-Q L.P., By: BREP International II-Q GP L.P., its general partner, By: BREP International II-Q GP L.L.C., its general partner, By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
BREP INTERNATIONAL II-Q GP L.P., By: BREP International II-Q GP L.L.C., its general partner, By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
BREP INTERNATIONAL II-Q GP L.L.C., By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE PARTNERS VI L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ Paul D. Quinlan, Name: Paul D. Quinlan, Title: Managing Director	10/06/2017
**Signature of Reporting Person	Date
BLACKSTONE CAPITAL PARTNERS V L.P., By: Blackstone Management Associates V L.L.C., its general partner, By: BMA V, L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	10/06/2017
**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)

This amount represents the $69.105 sale price per share of the Common Stock ("Common Stock") of Hilton Worldwide Holdings Inc. (the "Issuer") received by the Reporting Persons in connection with a secondary block trade and Issuer share repurchase, each of which closed on October 4, 2017.

(2) Reflects securities held directly by HLT Holdco III LLC. HLT Holdco III LLC is a wholly-owned subsidiary of HLT Holdco II LLC. HLT Holdco II LLC is a wholly-owned subsidiary of HLT Holdco LLC. HLT Holdco LLC is a wholly-owned subsidiary of BH Hotels Holdco LLC ("BH Hotels").

(3) Reflects securities held directly by HLT A23 Holdco LLC. The sole member of HLT A23 Holdco LLC is BH Hotels.

(4) Reflects securities held directly by HLT BREH VI Holdco LLC. The sole member of HLT BREH VI Holdco LLC is BH Hotels.

(5) The managing members of BH Hotels are Blackstone Real Estate Partners VI L.P. and Blackstone Capital Partners V L.P. The general partner of Blackstone Capital Partners V L.P. is Blackstone Management Associates V L.L.C. The sole member of Blackstone Management Associates V L.L.C is BMA V L.L.C. The general partner of Blackstone Real Estate Partners VI L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of each of BREA VI L.L.C. and BMA V L.L.C. is Blackstone Holdings III L.P.

(6) Reflects securities held directly by HLT A23 BREH VI Holdco LLC. The sole member of HLT A23 BREH VI Holdco LLC is HLT BREH VI-A Holdings Holdco LLC. The sole member of HLT BREH VI-A Holdings Holdco LLC is Blackstone Real Estate Holdings VI L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.

(7) Reflects securities held directly by HLT BREP VI.TE.2 Holdco LLC. The sole member of HLT BREP VI.TE.2 Holdco LLC is HLT BREP VI.TE.2 Holdings Holdco LLC. The sole member of HLT BREP VI.TE.2 Holdings Holdco LLC is Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of BREA VI L.L.C. is Blackstone Holdings III L.P.

(8) Reflects securities held directly by HLT BREH Intl II Holdco LLC. The sole member of HLT BREH Intl II Holdco LLC is HLT BREH Intl II Holdings Holdco LLC. The controlling member of HLT BREH Intl II Holdings Holdco LLC is Blackstone Real Estate Holdings International II-Q L.P. The general partner of Blackstone Real Estate Holdings International II-Q L.P. is BREP International II-Q GP L.P. The general partner of BREP International II-Q GP L.P. is BREP International II-Q GP L.L.C. The sole member of BREP International II-Q GP L.L.C. is Blackstone Holdings III L.P.

(9) Reflects shares of Common Stock held directly by Blackstone Holdings III L.P. that were previously indirectly beneficially owned by it.

(10) Reflects shares of Common Stock held directly by Stephen A. Schwarzman, including shares previously indirectly beneficially owned by him.

(11) 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.

(12) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.

(13) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(14) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.