

SCHWARZMAN STEPHEN A

Form 3

March 27, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Blackstone Holdings III L.P.

(Last)

(First)

(Middle)

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

(Street)

NEW YORK,Â NYÂ 10154

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/27/2013

3. Issuer Name **and** Ticker or Trading Symbol
Pinnacle Foods Inc. [PF]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

44,445,073

I

See Footnotes (1) (2) (7) (15) (16) (17)

Common Stock

2,627,010

I

See Footnotes (1) (3) (7) (15) (16) (17)

Common Stock

286,787

I

See Footnotes (1) (4) (7) (15) (16) (17)

Common Stock

1,388,957

I

See Footnotes (1) (5) (7) (15) (16) (17)

Common Stock

107,473

I

See Footnotes (1) (6) (7) (15) (16) (17)

Common Stock

14,910,958

I

See Footnotes (1) (8) (14) (15) (16) (17)

Common Stock

12,989,374

I

See Footnotes (1) (9) (14) (15) (16) (17)

Common Stock

1,649,101

I

See Footnotes (1) (10) (14) (15) (16)
(17)

Common Stock

403,079

I

See Footnotes (1) (11) (14) (15) (16)
(17)

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Common Stock	663,719	I	See Footnotes <u>(1)</u> <u>(12)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u>
Common Stock	52,619	I	See Footnotes <u>(1)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BMA V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BCP V Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BCP V GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â

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 Management L.L.C.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

^ ^ X ^ ^

Blackstone Group L.P.
C/O THE BLACKSTONE GROUP
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

BMA V L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

__Signature of Reporting Person

Date

BCP V SIDE-BY-SIDE GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

__Signature of Reporting Person

Date

BLACKSTONE FAMILY GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

__Signature of Reporting Person

Date

BCP V GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

__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; Title: Chief Legal Officer

03/27/2013

__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; Title: Chief Legal Officer

03/27/2013

__Signature of Reporting Person

Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

__Signature of Reporting Person

Date

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

03/27/2013

__Signature of Reporting Person

Date

BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner;
By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

__Signature of Reporting Person

Date

STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman

03/27/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of common stock, par value \$0.01 per share ("Common Stock") of Pinnacle Foods Inc. (the "Issuer") that are directly held by Peak Holdings LLC ("Peak"). It is expected that Peak will be dissolved upon the completion of the initial public offering of the Issuer, at which point these shares of Common Stock will be held directly by the Blackstone Funds (as defined below).

(2) These securities are held by Blackstone Capital Partners V L.P. ("BCP V") through its holdings of Peak.

(3) These securities are held by Blackstone Capital Partners V-AC L.P. ("BCP V-AC") through its holdings of Peak.

(4) These securities are held by Blackstone Family Investment Partnership V L.P. ("Family") through its holdings of Peak.

(5) These securities are held by Blackstone Family Investment Partnership V-SMD L.P. ("Family-SMD") through its holdings of Peak.

(6) These securities are held by Blackstone Participation Partnership V L.P. ("Participation") through its holdings of Peak.

(7) The general partner of BCP V and BCP V-AC is Blackstone Management Associates V L.L.C. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C. The general partner of Family and Participation is BCP V Side-By-Side GP L.L.C. Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C.

(8) These securities are held by Blackstone Capital Partners (Cayman) V L.P. ("BCP V Cayman") through its holdings of Peak.

(9) These securities are held by Blackstone Capital Partners (Cayman) V- A L.P. ("BCP V Cayman-A") through its holdings of Peak.

(10) These securities are held by Blackstone Capital Partners (Cayman) V- AC L.P. ("BCP V-AC Cayman") through its holdings of Peak.

(11) These securities are held by Blackstone Family Investment Partnership (Cayman) V L.P. ("Family Cayman") through its holdings of Peak.

(12) These securities are held by Blackstone Family Investment Partnership (Cayman) V- SMD L.P. ("Family Cayman SMD") through its holdings of Peak.

(13) These securities are held by Blackstone Participation Partnership (Cayman) V L.P. ("Participation Cayman", together with BCP V, BCP V-AC, Family, Family-SMD, Participation, BCP V Cayman, BCP V Cayman-A, BCP V-AC Cayman, Family Cayman and Family Cayman SMD, the "Blackstone Funds") through its holdings of Peak.

(14) Blackstone Management Associates (Cayman) V, L.P. is the general partner of BCP V Cayman, BCP V Cayman-A and BCP V-AC Cayman. BCP V GP L.L.C. is a general partner and majority in interest owner of Blackstone Management Associates (Cayman) V, L.P. and the general partner of Family Cayman and Participation Cayman. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C.

(15) 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. The general partner of each of Family-SMD and Family Cayman SMD is Blackstone Family GP L.L.C. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

(16) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each (other than the Blackstone Funds 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.

(17) Due to the limitations of the Securities and Exchange Commission's EDGAR system, Peak, BCP V, BCP V-AC, Family, Family-SMD, Participation, BCP V Cayman, BCP V Cayman-A, BCP V-AC Cayman, Family Cayman, Family Cayman SMD, Participation Cayman, Blackstone Management Associates (Cayman) V, L.P. and Blackstone Management Associates V L.L.C. have filed separate Form 3s.

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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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