

Blackstone Holdings II L.P.

Form 3

June 11, 2018

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

OMB APPROVAL

OMB
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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 *

Blackstone Holdings II L.P.

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/30/2018

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

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 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

6,769,655

I

See Footnotes (1) (16) (18) (19) (21)
(22) (23) (24) (25)

Common Stock

932,172

I

See Footnotes (2) (17) (18) (21) (22)
(23) (24) (25)

Common Stock

526,436

I

See Footnotes (3) (18) (21) (22) (23)
(24) (25)

Common Stock

177,047

I

See Footnotes (4) (18) (21) (22) (23)
(24) (25)

Common Stock

71,631

I

See Footnotes (5) (18) (21) (22) (23)
(24) (25)

Common Stock

190,751

I

See Footnotes (6) (18) (21) (22) (23)
(24) (25)

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Common Stock	262,018	I	See Footnotes <u>(7)</u> <u>(18)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	304,078	I	See Footnotes <u>(8)</u> <u>(18)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	89,162	I	See Footnotes <u>(9)</u> <u>(20)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	3,045,672	I	See Footnotes <u>(10)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	770,527	I	See Footnotes <u>(11)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	1,096,835	I	See Footnotes <u>(12)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	2,817,965	I	See Footnotes <u>(13)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	88,291	I	See Footnotes <u>(14)</u> <u>(19)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>
Common Stock	444,298	I	See Footnotes <u>(15)</u> <u>(20)</u> <u>(21)</u> <u>(22)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u>

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

SEC 1473 (7-02)

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.

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 II L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â

BREA IV L.L.C.

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

^ ^ X ^ ^

BREA V L.L.C.

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

^ ^ X ^ ^

BREP IV Side-by-Side GP L.L.C.

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

^ ^ X ^ ^

BREP V Side-by-Side GP L.L.C.

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

^ ^ X ^ ^

Blackstone Holdings I/II GP Inc

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

BREP IV SIDE-BY-SIDE GP L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director

06/11/2018

**Signature of Reporting Person

Date

BREP V SIDE-BY-SIDE GP L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director

06/11/2018

**Signature of Reporting Person

Date

BREA IV L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director

06/11/2018

**Signature of Reporting Person

Date

BREA V L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director

06/11/2018

**Signature of Reporting Person

Date

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BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	06/11/2018 Date
**Signature of Reporting Person	
BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	06/11/2018 Date
**Signature of Reporting Person	
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	06/11/2018 Date
**Signature of Reporting Person	
BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	06/11/2018 Date
**Signature of Reporting Person	
/s/ Stephen A. Schwarzman	06/11/2018 Date
**Signature of Reporting Person	

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 securities are directly held by BRE/LQJV-NQ L.L.C. ("BRE-NQ").
- (2) These securities are directly held by BRE/ Prime Mezz 2 L.L.C. ("BRE Prime").
- (3) These securities are directly held by Blackstone Real Estate Partners IV L.P. ("BREP IV").
- (4) These securities are directly held by Blackstone Real Estate Partners IV.F L.P. ("BREP IV F").
- (5) These securities are directly held by Blackstone Real Estate Partners IV.TE.2 L.P. ("BREP IV TE.2").
- (6) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.1 L.P. ("BREPDC IV TE.1").
- (7) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.2 L.P. ("BREPDC IV TE.2").
- (8) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.3-A L.P. ("BREPDC IV TE.3").
- (9) These securities are directly held by Blackstone Real Estate Holdings IV L.P. ("BREH IV").
- (10) These securities are directly held by Blackstone Real Estate Partners V L.P. ("BREP V").
- (11) These securities are directly held by Blackstone Real Estate Partners V.F L.P. ("BREP V F").
- (12) These securities are directly held by Blackstone Real Estate Partners V.TE.1 L.P. ("BREP V TE.1").
- (13) These securities are directly held by Blackstone Real Estate Partners V.TE.2 L.P. ("BREP V TE.2").
- (14) These securities are directly held by Blackstone Real Estate Partners (AIV) V L.P. ("BREP AIV V").
- (15) These securities are directly held by Blackstone Real Estate Holdings V L.P. ("BREH V," and together with BRE-NQ, BRE Prime, BREP IV, BREP IV F, BREP IV TE.2, BREPDC IV TE.1, BREPDC IV TE.2, BREPDC IV TE.3, BREH IV, BREP V, BREP V F, BREP V TE.1, BREP V TE.2 and BREP AIV V, the "Blackstone Funds").
- (16) The managing members of BRE-NQ are BREP IV and BREP V.
 The managing member of BRE Prime is BRE/Prime Mezz 3-A L.L.C. The managing member of BRE/Prime Mezz 3-A L.L.C. is BRE/Prime Holdings L.L.C. The managing member of BRE/Prime Holdings L.L.C. is WIH Hotels L.L.C. The managing member of WIH Hotels L.L.C. is BREP IV.
- (17) The managing member of BRE Prime is BRE/Prime Mezz 3-A L.L.C. The managing member of BRE/Prime Holdings L.L.C. is WIH Hotels L.L.C. The managing member of WIH Hotels L.L.C. is BREP IV.
- (18) The general partner of each of BREP IV, BREP IV F, BREP IV TE.2, BREPDC IV TE.1, BREPDC IV TE.2 and BREPDC IV TE.3 is Blackstone Real Estate Associates IV L.P. The general partner of Blackstone Real Estate Associates IV L.P. is BREA IV L.L.C.
- (19) The general partner of each of BREP V, BREP V F, BREP V TE.1, BREP V TE.2 and BREP AIV V is Blackstone Real Estate Associates V L.P. The general partner of Blackstone Real Estate Associates V L.P. is BREA V L.L.C.

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- (20) The general partner of BREH V is BREP V Side-by-Side GP L.L.C. The general partner of BREH IV is BREP IV Side-by-Side GP L.L.C.
- (21) The sole member of each of BREP IV Side-by-Side GP L.L.C. and BREP V Side-by-Side GP L.L.C. and managing member of each of BREA IV L.L.C. and BREA V L.L.C is Blackstone Holdings II L.P.
- (22) The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. 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.
- (23) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (24) 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.
- (25) 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.