Blackstone Group L.P.
Form S-8
March 02, 2009

**As filed with the Securities and Exchange Commission on March 2, 2009.**

**Registration No. 333-**

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM S-8

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

# The Blackstone Group L.P.

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **20-8875684** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification Number)** |

**345 Park Avenue**

**New York, New York 10154**

**Telephone: (212) 583-5000**

**(Address, including zip code, and telephone number, including area code, of principal executive offices)**

**The Blackstone Group L.P. 2007 Equity Incentive Plan**

**(Full Title of the Plan)**

**Robert L. Friedman**

**Chief Legal Officer**

**The Blackstone Group L.P.**

**345 Park Avenue**

**New York, New York 10154**

**Telephone: (212) 583-5000**

**(Name and address, including zip code, and telephone number, including area code, of agent for service)**

**With copies to:**

**Joshua Ford Bonnie**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017-3954**

**Telephone: (212) 455-2000**

**Facsimile: (212) 455-2502**

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per Common | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|---|---|---|---|---|

| | | | | |
|---|---|---|---|---|
| | | **Unit(2)** | | |
| Common Units Representing Limited Partner Interests | 54,907,788 | | | |
| | Common Units | $4.02 | $220,729,308 | $8,675 |

(1) Covers common units representing limited partner interests in The Blackstone Group L.P. ( Common Units ) under The Blackstone Group L.P. 2007 Equity Incentive Plan (the Plan ) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), an indeterminate amount of additional Common Units that may be offered and issued under the Plan to prevent dilution resulting from unit splits, unit distributions or similar transactions.

(2) Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of $4.02 per Common Unit, which is the average of the high and low price per Common Unit as reported by The New York Stock Exchange on February 23, 2009.

**EXPLANATORY NOTE**

This Registration Statement on Form S 8 is being filed for the purpose of registering an additional 54,907,788 Common Units of The Blackstone Group L.P. (the Partnership ) reserved for issuance under The Blackstone Group L.P. 2007 Equity Incentive Plan (the Plan ). These additional Common Units are additional securities of the same class as other securities for which a registration statement (File No. 333-143948) on Form S-8 was filed with the Securities and Exchange Commission (the Commission ) on June 21, 2007. These additional Common Units have become reserved for issuance as a result of the operation of the evergreen provision of the Plan, which provides that the total number of units subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following document filed with the Commission by the Partnership pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act ) is hereby incorporated by reference in this Registration Statement:

(a) The Partnership s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 2, 2009; and

(b) Registration Statement on Form 8-A for registration of the common units pursuant to Section 12(b) of the Exchange Act, filed on June 19, 2007.

All documents that the Partnership subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

| Exhibit Number | Description of Document |
|---|---|
| 4.1 | Certificate of Limited Partnership of The Blackstone Group L.P. (incorporated by reference to Exhibit 3.1 of the Partnership s Registration Statement on Form S-1 filed on March 22, 2007 (File No. 333-141504)). |
| 4.2 | Amended and Restated Agreement of Limited Partnership of The Blackstone Group L.P. (incorporated by reference to Exhibit 3.1 to Form 8-K filed on June 27, 2007). |
| 4.3 | The Blackstone Group L.P. 2007 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Partnership s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-33551) filed on August 13, 2007. |

| | |
|---|---|
| 5.1 | Opinion of Simpson Thacher & Bartlett LLP. |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1). |
| 24.1 | Power of Attorney (included in the signature pages to this Registration Statement). |

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York on March 2, 2009.

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C, its general partner

By: /s/ Laurence A. Tosi
Name: Laurence A. Tosi
Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of the general partner of Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint Stephen A. Schwarzman, Hamilton E. James, Laurence A. Tosi and Robert L. Friedman, and each of them, the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such Registration Statement and any or all amendments, including post-effective amendments to the Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 2nd day of March, 2009.

| Signature | Title |
|---|---|
| /s/ Stephen A. Schwarzman<br>Stephen A. Schwarzman | Chairman and Chief Executive Officer and Director<br>(principal executive officer) |
| /s/ J. Tomilson Hill<br>J. Tomilson Hill | Director |
| /s/ Hamilton E. James<br>Hamilton E. James | Director |
| /s/ Richard H. Jenrette<br>Richard H. Jenrette | Director |
| /s/ Jay O. Light<br>Jay O. Light | Director |
| /s/ Brian Mulroney<br>Brian Mulroney | Director |
| /s/ William G. Parrett<br>William G. Parrett | Director |
| /s/ Laurence A. Tosi<br>Laurence A. Tosi | Chief Financial Officer<br>(principal financial officer) |
| /s/ Dennis Walsh | Principal Accounting Officer |

Dennis Walsh