

SCHWARZMAN STEPHEN A
 Form 4
 November 25, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Blackstone Holdings III 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
 Pinnacle Foods Inc. [PF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/21/2014

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	11/21/2014		S		10,996,114	D	\$ 32.11 (1)
							12,979,690
							I
							See Footnotes (3) (8) (16) (17) (18)
Common Stock	11/21/2014		S		558,888	D	\$ 32.11 (2)
							12,420,802
							I
							See Footnotes (3) (8) (16) (17) (18)
Common Stock	11/21/2014		S		649,947	D	\$ 32.11 (1)
							767,190
							I
							See Footnotes (4) (8) (16) (17) (18)

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Common Stock	11/21/2014	S	33,034	D	\$ 32.11 (2)	734,156	I	See Footnotes (4) (8) (16) (17) (18)
Common Stock	11/21/2014	S	70,956	D	\$ 32.11 (1)	83,755	I	See Footnotes (5) (8) (16) (17) (18)
Common Stock	11/21/2014	S	3,606	D	\$ 32.11 (2)	80,149	I	See Footnotes (5) (8) (16) (17) (18)
Common Stock	11/21/2014	S	343,640	D	\$ 32.11 (1)	405,628	I	See Footnotes (6) (8) (16) (17) (18)
Common Stock	11/21/2014	S	17,466	D	\$ 32.11 (2)	388,162	I	See Footnotes (6) (8) (16) (17) (18)
Common Stock	11/21/2014	S	26,593	D	\$ 32.11 (1)	31,390	I	See Footnotes (7) (8) (16) (17) (18)
Common Stock	11/21/2014	S	1,352	D	\$ 32.11 (2)	30,038	I	See Footnotes (7) (8) (16) (17) (18)
Common Stock	11/21/2014	S	3,689,111	D	\$ 32.11 (1)	4,354,583	I	See Footnotes (9) (15) (16) (17) (18)
Common Stock	11/21/2014	S	187,503	D	\$ 32.11 (2)	4,167,080	I	See Footnotes (9) (15) (16) (17) (18)
Common Stock	11/21/2014	S	3,213,687	D	\$ 32.11 (1)	3,793,399	I	See Footnotes (10) (15) (16) (17) (18)
Common Stock	11/21/2014	S	163,338	D	\$ 32.11 (2)	3,630,061	I	See Footnotes (10) (15) (16) (17) (18)
	11/21/2014	S	408,004	D		481,604	I	

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Common Stock					\$ 32.11 <u>(1)</u>			See Footnotes <u>(11)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	20,737	D	\$ 32.11 <u>(2)</u>	460,867	I	See Footnotes <u>(11)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	99,724	D	\$ 32.11 <u>(1)</u>	117,713	I	See Footnotes <u>(12)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	5,069	D	\$ 32.11 <u>(2)</u>	112,644	I	See Footnotes <u>(12)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	164,210	D	\$ 32.11 <u>(1)</u>	193,831	I	See Footnotes <u>(13)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	8,346	D	\$ 32.11 <u>(2)</u>	185,485	I	See Footnotes <u>(13)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	13,014	D	\$ 32.11 <u>(1)</u>	15,362	I	See Footnotes <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>
Common Stock	11/21/2014	S	661	D	\$ 32.11 <u>(2)</u>	14,701	I	See Footnotes <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u>

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

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(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	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. Number of Derivative Securities Beneficially Owned (Instr. 6)
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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		X		
BMA V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BCP V Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BCP V GP L.L.C. C/O THE BLACKSTONE GROUP 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 Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

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 \$32.11 secondary public offering price per share of the Issuer's common stock received by the Blackstone Funds (as defined below) in an underwritten secondary block trade which closed on November 21, 2014.
- Pursuant to a share repurchase agreement between the Blackstone Funds and the Issuer, the Blackstone Funds sold 1,000,000 shares of the Issuer's common stock to the Issuer at \$32.11 per share (the "Share Repurchase"). The Share Repurchase closed on November 21, 2014.
- (2) Pursuant to a share repurchase agreement between the Blackstone Funds and the Issuer, the Blackstone Funds sold 1,000,000 shares of the Issuer's common stock to the Issuer at \$32.11 per share (the "Share Repurchase"). The Share Repurchase closed on November 21, 2014.
- (3) These securities are held by Blackstone Capital Partners V L.P. ("BCP V").
- (4) These securities are held by Blackstone Capital Partners V-AC L.P. ("BCP V-AC").
- (5) These securities are held by Blackstone Family Investment Partnership V L.P. ("Family").
- (6) These securities are held by Blackstone Family Investment Partnership V-SMD L.P. ("Family-SMD").
- (7) These securities are held by Blackstone Participation Partnership V L.P. ("Participation").
- (8) 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.
- (9) These securities are held by Blackstone Capital Partners (Cayman) V L.P. ("BCP V Cayman") through its holdings of BCPV Pinnacle Holdings LLC ("Blackstone Pinnacle Holdings").
- (10) These securities are held by Blackstone Capital Partners (Cayman) V-A L.P. ("BCP V Cayman-A") through its holdings of Blackstone Pinnacle Holdings.
- (11) These securities are held by Blackstone Capital Partners (Cayman) V-AC L.P. ("BCP V-AC Cayman") through its holdings of Blackstone Pinnacle Holdings.
- (12) These securities are held by Blackstone Family Investment Partnership (Cayman) V L.P. ("Family Cayman") through its holdings of Blackstone Pinnacle Holdings.
- (13) These securities are held by Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("Family Cayman SMD") through its holdings of Blackstone Pinnacle Holdings.
- 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, Family Cayman SMD and Blackstone Pinnacle Holdings, the "Blackstone Funds") through its holdings of Blackstone Pinnacle Holdings. Blackstone Pinnacle Holdings is a limited liability company wholly owned and managed by its members, BCP V Cayman, BCP V Cayman-A, BCP V-AC Cayman, Family Cayman, Family Cayman SMD and Participation Cayman.
- (14) SMD and Blackstone Pinnacle Holdings, the "Blackstone Funds") through its holdings of Blackstone Pinnacle Holdings. Blackstone Pinnacle Holdings is a limited liability company wholly owned and managed by its members, BCP V Cayman, BCP V Cayman-A, BCP V-AC Cayman, Family Cayman, Family Cayman SMD and Participation Cayman.
- 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) 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.
- 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) 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.
- 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) 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.
- (18) Due to the limitations of the Securities and Exchange Commission's EDGAR system, 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., Blackstone Pinnacle Holdings and Blackstone Management Associates V L.L.C.

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have filed separate Form 4s.

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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