

Blackstone Group L.P.  
Form S-8  
February 25, 2011

As filed with the Securities and Exchange Commission on February 25, 2011.

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**  
(State or other jurisdiction of  
incorporation or organization)

**20-8875684**  
(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. Amended and Restated 2007 Equity Incentive Plan**

(Full Title of the Plan)

**John G. Finley**

**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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per Common Unit(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Units Representing Limited Partner Interests	11,880,752	\$17.61	\$209,220,039	\$24,290
Common Units				

- (1) Covers common units representing limited partner interests in The Blackstone Group L.P. ( Common Units ) under The Blackstone Group L.P. Amended and Restated 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 \$17.61 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 18, 2011.

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 11,880,752 Common Units of The Blackstone Group L.P. (the Partnership) reserved for issuance under The Blackstone Group L.P. Amended and Restated 2007 Equity Incentive Plan (the Plan). These additional Common Units are additional securities of the same class as other securities for which an original registration statement (File No. 333-143948) on Form S-8 was filed with the Securities and Exchange Commission (the Commission) on June 21, 2007 and additional registration statements (File No. 333-157635 and File No. 333-165115) were filed with the Commission on March 2, 2009 and March 1, 2010. 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 documents filed with the Commission by the Partnership pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act) are 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, 2010, filed on February 25, 2011; 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 6. Indemnification of Directors and Officers.**

Under the Amended and Restated Agreement of Limited Partnership of the Partnership, as amended, in most circumstances the Partnership will indemnify the following persons, to the fullest extent permitted by law, from and against all losses, claims, damages, liabilities, joint or several, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts: the Partnership's general partner; any departing general partner; any person who is or was an affiliate of a general partner or any departing general partner; any person who is or was a member, partner, tax matters partner, officer, director, employee, agent, fiduciary or trustee of the Partnership or its subsidiaries, the general partner or any departing general partner or any affiliate of the Partnership or its subsidiaries, the general partner or any departing general partner; any person who is or was serving at the request of a general partner or any departing general partner or any affiliate of a general partner or any departing general partner as an officer, director, employee, member, partner, agent, fiduciary or trustee of another person; or any person designated by the Partnership's general partner. The Partnership has agreed to provide this indemnification to the extent such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Partnership, and with respect to any alleged conduct resulting in a criminal proceeding against such person, to deny indemnification if such person had reasonable cause to believe that his or her conduct was unlawful. The Partnership has also agreed to provide this indemnification for criminal proceedings. Any indemnification under these provisions will only be out of the Partnership's assets. Unless it otherwise agrees, the general partner of the

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Partnership will not be personally liable for, or have any obligation to contribute or loan funds or assets to the Partnership to enable it to effectuate indemnification. The Partnership may purchase insurance against liabilities asserted against and expenses incurred by persons for the Partnership's activities, regardless of whether the Partnership would have the power to indemnify the person against liabilities under the Amended and Restated Agreement of Limited Partnership of the Partnership, as amended.

### **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. Amended and Restated 2007 Equity Incentive Plan (incorporated by reference to Exhibit 10.8.1 to the Partnership's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 001-33551) filed on August 6, 2010).
- 4.4 Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of The Blackstone Group L.P. dated as of November 3, 2009 (incorporated by reference to Exhibit 3.2.1 to the Partnership's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 (File No. 001-33551) filed on November 6, 2009).
- 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 February 25, 2011.

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 John Finley, 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 25th day of February, 2011.

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

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Kathleen Skero