

SCHWARZMAN STEPHEN A
 Form 4
 June 01, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 II L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 La Quinta Holdings Inc. [LQ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/30/2018

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/30/2018 | | J ⁽¹⁾ | | 6,769,655 ⁽²⁾ | D | \$ 16.80 ⁽³⁾ | I | See Footnotes (4) (19) (21) (22) (24) (25) (26) (27) |
| Common Stock | 05/30/2018 | | J ⁽¹⁾ | | 932,172 ⁽²⁾ | D | \$ 16.80 ⁽³⁾ | I | See Footnotes (5) (20) (21) (24) (25) (26) (27) |
| Common Stock | 05/30/2018 | | J ⁽¹⁾ | | 526,436 ⁽²⁾ | D | \$ 16.80 | I | See Footnotes |

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| | | | | | | | | | <u>(6)</u> <u>(21)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
|--------------|------------|-------------|--------------------------------|---|---------------------------------|---|--|---|---|
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>177,047</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(7)</u> <u>(21)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>71,631</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(8)</u> <u>(21)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>190,751</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(9)</u> <u>(21)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>262,018</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(10)</u> <u>(21)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>304,078</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(11)</u> <u>(21)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>89,162</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(12)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>3,045,672</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(13)</u> <u>(22)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>770,527</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(14)</u> <u>(22)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>1,096,835</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(15)</u> <u>(22)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>2,817,965</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(16)</u> <u>(22)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |
| | | | | | | | | | See |
| Common Stock | 05/30/2018 | <u>J(1)</u> | <u>88,291</u> <u>(2)</u> | D | \$ <u>16.8</u> <u>(3)</u> | 0 | | I | Footnotes <u>(17)</u> <u>(22)</u> <u>(24)</u> |

| | | | | | | | | | |
|--------------|------------|------------------|-----------------------|---|------------------------|--|---|--|---|
| | | | | | | | | | (25) (26) (27) |
| Common Stock | 05/30/2018 | J ⁽¹⁾ | 444,298 <u>(2)</u> | D | \$ 16.80 <u>(3)</u> | | I | | See Footnotes <u>(18)</u> <u>(23)</u> <u>(24)</u> <u>(25)</u> <u>(26)</u> <u>(27)</u> |

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

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.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| 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 | | |
| | | X | | |

BREP IV Side-by-Side GP L.L.C.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

BREP V Side-by-Side GP L.L.C.
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE,
 NEW YORK, NY 10154

Blackstone Holdings I/II GP Inc
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE,
 NEW YORK, NY 10154

Blackstone Group L.P.
 345 PARK AVENUE, X
 NEW YORK, NY 10154

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

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

Signatures

BREP IV SIDE-BY-SIDE GP L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/01/2018

__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 06/01/2018

__Signature of Reporting Person Date

BREA IV L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/01/2018

__Signature of Reporting Person Date

BREA V L.L.C., By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 06/01/2018

__Signature of Reporting Person Date

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 06/01/2018

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 06/01/2018

__Signature of Reporting Person Date

06/01/2018

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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

__Signature of Reporting Person

Date

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

06/01/2018

__Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

06/01/2018

__Signature of Reporting Person

Date

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).

On May 30, 2018, Wyndham Worldwide Corporation, a Delaware corporation ("Buyer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Buyer and WHG BB Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Buyer ("Merger Sub"), dated as of January 17, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Buyer (the "Merger").

(2) This amount reflects the number of securities after giving effect to the 1:2 reverse stock split (the "Reverse Stock Split") effective immediately prior to the effective time of the Merger (the "Effective Time").

(3) At the Effective Time, each outstanding share of the Issuer's common stock (other than certain excluded shares) automatically converted into the right to receive \$16.80 in cash per share after giving effect to the Reverse Stock Split, without interest and after giving effect to any required withholding taxes (the "Merger Consideration").

(4) These securities are directly held by BRE/LQJV-NQ L.L.C. ("BRE-NQ").

(5) These securities are directly held by BRE/ Prime Mezz 2 L.L.C. ("BRE Prime").

(6) These securities are directly held by Blackstone Real Estate Partners IV L.P. ("BREP IV").

(7) These securities are directly held by Blackstone Real Estate Partners IV.F L.P. ("BREP IV F").

(8) These securities are directly held by Blackstone Real Estate Partners IV.TE.2 L.P. ("BREP IV TE.2").

(9) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.1 L.P. ("BREPDC IV TE.1").

(10) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.2 L.P. ("BREPDC IV TE.2").

(11) These securities are directly held by Blackstone Real Estate Partners (DC) IV.TE.3-A L.P. ("BREPDC IV TE.3").

(12) These securities are directly held by Blackstone Real Estate Holdings IV L.P. ("BREH IV").

(13) These securities are directly held by Blackstone Real Estate Partners V L.P. ("BREP V").

(14) These securities are directly held by Blackstone Real Estate Partners V.F L.P. ("BREP V F").

(15) These securities are directly held by Blackstone Real Estate Partners V.TE.1 L.P. ("BREP V TE.1").

(16) These securities are directly held by Blackstone Real Estate Partners V.TE.2 L.P. ("BREP V TE.2").

(17) These securities are directly held by Blackstone Real Estate Partners (AIV) V L.P. ("BREP AIV V").

(18) 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").

(19) The managing members of BRE-NQ are BREP IV and BREP V.

(20) 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.

(21) 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.

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- (22) 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.
- (23) 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.
- (24) 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.
- (25) 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.
- (26) 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. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (27) Each of the Reporting Persons (other than each of Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by each of the Blackstone Funds, 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 each of the Blackstone Funds to the extent they directly hold 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.