

SCHWARZMAN STEPHEN A

Form 3

May 01, 2013

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
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 \*

Â Blackstone Holdings III L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/01/2013

3. Issuer Name **and** Ticker or Trading Symbol

Ellington Residential Mortgage REIT [EARN]

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

(Street)

NEW YORK,Â NYÂ 10154

(City)

(State)

(Zip)

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 Shares

2,555,599

I

See Footnotes (1) (2) (3) (4)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  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                                  | Director      | 10% Owner | Officer | Other |
| Blackstone Holdings III L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                           | ^             | ^ X       | ^       | ^     |
| Blackstone Tactical Opportunities EARN Holdings L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | ^             | ^ X       | ^       | ^     |
| BTO EARN Manager L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                | ^             | ^ X       | ^       | ^     |
| BTOA L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                            | ^             | ^ X       | ^       | ^     |
| Blackstone Holdings III GP L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                        | ^             | ^ X       | ^       | ^     |
| Blackstone Holdings III GP Management L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154           | ^             | ^ X       | ^       | ^     |
| Blackstone Group L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                  | ^             | ^ X       | ^       | ^     |
| Blackstone Group Management L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                     | ^             | ^ X       | ^       | ^     |
| SCHWARZMAN STEPHEN A<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                   | ^             | ^ X       | ^       | ^     |

## Signatures

|                                                                                                                                                                                                                   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| BLACKSTONE TACTICAL OPPORTUNITIES EARN HOLDINGS L.L.C.; By: BTO EARN Manager L.L.C., its managing member; By: BTOA L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer                    | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| BTO EARN MANAGER L.L.C.; By: BTOA L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer                                                                                                     | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| BTOA L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer                                                                                                                                                   | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| BLACKSTONE HOLDINGS III L.P.; By: Blackstone Holdings III GP L.P., its general partner; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| BLACKSTONE HOLDINGS III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer                                                        | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer                                                                                                                  | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer                                                                        | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer                                                                                                                            | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |
| STEPHEN A SCHWARZMAN, /s/ Stephen A. Schwarzman                                                                                                                                                                   | 05/01/2013 |
| _____<br>**Signature of Reporting Person                                                                                                                                                                          | Date       |

## 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 shares represent common shares of beneficial interest, \$0.01 par value per share ("Common Shares") of Ellington Residential Mortgage REIT (the "Issuer") that are directly held by Blackstone Tactical Opportunities EARN Holdings L.L.C. ("EARN Holdings").  
BTO EARN Manager L.L.C. is the managing member of EARN Holdings. BTOA L.L.C. is the sole member of BTO EARN Manager L.L.C. Blackstone Holdings III L.P. is the managing member of BTOA 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. As a result of his control of Blackstone Group Management L.L.C., Mr. Schwarzman may be deemed to have voting and investment power with respect to the Common Shares held by EARN Holdings.
  - (3) 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. As a result of his control of Blackstone Group Management L.L.C., Mr. Schwarzman may be deemed to have voting and investment power with respect to the Common Shares held by EARN Holdings.
  - (4) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by EARN Holdings directly or indirectly controlled by it or him, but each (other than EARN Holdings to the extent of its 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

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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.

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.