

SCHWARZMAN STEPHEN A

Form 4

March 17, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

03/13/2015

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)
				(A) or (D)	Price		
Common Stock	03/13/2015		S	7,949,700	D	\$ 37.07 (1)	2,794,438 I See Footnotes (2) (7) (15) (16) (17)
Common Stock	03/13/2015		S	469,883	D	\$ 37.07 (1)	165,171 I See Footnotes (3) (7) (15) (16) (17)
Common Stock	03/13/2015		S	51,298	D	\$ 37.07 (1)	18,032 I See Footnotes (4) (7) (15) (16) (17)

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Common Stock	03/13/2015	S	248,436	D	\$ 37.07 (1)	87,329	I	See Footnotes (5) (7) (15) (16) (17)
Common Stock	03/13/2015	S	19,225	D	\$ 37.07 (1)	6,758	I	See Footnotes (6) (7) (15) (16) (17)
Common Stock	03/13/2015	S	2,667,062	D	\$ 37.07 (1)	937,511	I	See Footnotes (8) (14) (15) (16) (17)
Common Stock	03/13/2015	S	2,323,352	D	\$ 37.07 (1)	816,693	I	See Footnotes (9) (14) (15) (16) (17)
Common Stock	03/13/2015	S	294,969	D	\$ 37.07 (1)	103,686	I	See Footnotes (10) (14) (15) (16) (17)
Common Stock	03/13/2015	S	72,095	D	\$ 37.07 (1)	25,343	I	See Footnotes (11) (14) (15) (16) (17)
Common Stock	03/13/2015	S	118,716	D	\$ 37.07 (1)	41,731	I	See Footnotes (12) (14) (15) (16) (17)
Common Stock	03/13/2015	S	9,409	D	\$ 37.07 (1)	3,308	I	See Footnotes (13) (14) (15) (16) (17)

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
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		

Blackstone Group L.P.
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

BMA V L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__Signature of Reporting Person Date

BCP V SIDE-BY-SIDE GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__Signature of Reporting Person Date

BLACKSTONE FAMILY GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__Signature of Reporting Person Date

BCP V GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__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 03/17/2015

__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 03/17/2015

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__Signature of Reporting Person Date

BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 03/17/2015

__Signature of Reporting Person Date

STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman 03/17/2015

__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).
- (1) This amount represents the \$37.07 secondary public offering price per share of the Issuer's common stock received by the Blackstone Funds (as defined below) in connection with an underwritten secondary block trade which closed on March 13, 2015.
- (2) These securities are held by Blackstone Capital Partners V L.P. ("BCP V").
- (3) These securities are held by Blackstone Capital Partners V-AC L.P. ("BCP V-AC").
- (4) These securities are held by Blackstone Family Investment Partnership V L.P. ("Family").
- (5) These securities are held by Blackstone Family Investment Partnership V-SMD L.P. ("Family-SMD").
- (6) These securities are held by Blackstone Participation Partnership V L.P. ("Participation").
- 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.
- (7) 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").
- (8) These securities are held by Blackstone Capital Partners (Cayman) V-A L.P. ("BCP V Cayman-A") through its holdings of Blackstone Pinnacle Holdings.
- (9) These securities are held by Blackstone Capital Partners (Cayman) V-AC L.P. ("BCP V-AC Cayman") through its holdings of Blackstone Pinnacle Holdings.
- (10) These securities are held by Blackstone Family Investment Partnership (Cayman) V L.P. ("Family Cayman") through its holdings of Blackstone Pinnacle Holdings.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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. have filed separate Form 4s.
- (15)

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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