

SeaWorld Entertainment, Inc.
 Form 4
 April 09, 2014

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 III L.P.

2. Issuer Name and Ticker or Trading Symbol
 SeaWorld Entertainment, Inc.
 [SEAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

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

04/09/2014

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10154

(City) (State) (Zip)

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 | 04/09/2014 | | S | 13,479,845 | D | \$ 28.875 | (1) | 17,188,333 | I | See Footnotes (2) (3) (13) (14) (15) (16) (17) |
| Common Stock | 04/09/2014 | | S | 420,756 | D | \$ 28.875 | (1) | 536,512 | I | See Footnotes (2) (4) (13) (14) (15) (16) (17) |
| | 04/09/2014 | | S | 473,213 | D | | | 603,401 | I | |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------------------------|---------|---|--|
| Common Stock | | | | | \$ 28.875 <u>(1)</u> | | | See Footnotes <u>(2) (5) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 431,734 | D | \$ 28.875 <u>(1)</u> | 550,510 | I | See Footnotes <u>(2) (6) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 155,104 | D | \$ 28.875 <u>(1)</u> | 197,775 | I | See Footnotes <u>(2) (7) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 486,074 | D | \$ 28.875 <u>(1)</u> | 619,799 | I | See Footnotes <u>(2) (8) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 379,882 | D | \$ 28.875 <u>(1)</u> | 484,392 | I | See Footnotes <u>(2) (9) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 578,579 | D | \$ 28.875 <u>(1)</u> | 737,754 | I | See Footnotes <u>(2) (10) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 633,610 | D | \$ 28.875 <u>(1)</u> | 807,924 | I | See Footnotes <u>(2) (11) (13)</u> <u>(14) (15) (16)</u> <u>(17)</u> |
| Common Stock | 04/09/2014 | S | 211,203 | D | \$ 28.875 <u>(1)</u> | 269,308 | I | See Footnotes <u>(2) (12) (13)</u> <u>(14) (15) (16)</u> <u>(17)</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)

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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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | | |
| SW Cayman Ltd C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Capital Partners (Cayman III) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Blackstone Management Associates (Cayman) V L.P. 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 L.P. 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. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Group L.P.
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 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

SW CAYMAN LIMITED, By: Blackstone Capital Partners (Cayman III) V L.P., its general partner, By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__Signature of Reporting Person Date

BLACKSTONE CAPITAL PARTNERS (CAYMAN III) V L.P., By: Blackstone Management Associates (Cayman) V L.P., its general partner, By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__Signature of Reporting Person Date

BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) V L.P., By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__Signature of Reporting Person Date

BCP V GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__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, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__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, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 04/09/2014

__Signature of Reporting Person Date

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| | |
|--|------------|
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 04/09/2014 |
| __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, Name: John G. Finley, Title: Chief Legal Officer | 04/09/2014 |
| __Signature of Reporting Person | Date |
| STEPHEN A SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A. Schwarzman | 04/09/2014 |
| __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 \$30.00 public offering price per share of Common Stock, par value \$0.01 per share ("Common Stock"), of SeaWorld Entertainment, Inc., less the underwriting discount of \$1.125 per share of Common Stock.
- (2) These shares represent Common Stock that are directly held by the Partnerships (as defined below).
- (3) These securities are directly held by SW Delaware L.P. ("SWD") formerly known as SW Cayman L.P.
- (4) These securities are directly held by SW Delaware A L.P. ("SWDA") formerly known as SW Cayman A L.P.
- (5) These securities are directly held by SW Delaware B L.P. ("SWDB") formerly known as SW Cayman B L.P.
- (6) These securities are directly held by SW Delaware C L.P. ("SWDC") formerly known as SW Cayman C L.P.
- (7) These securities are directly held by SW Delaware D L.P. ("SWDD").
- (8) These securities are directly held by SW Delaware E L.P. ("SWDE") formerly known as SW Cayman E L.P.
- (9) These securities are directly held by SW Delaware F L.P. ("SWDF") formerly known as SW Cayman F L.P.
- (10) These securities are directly held by SW Delaware Co-Invest L.P. ("SWDCI") formerly known as SW Cayman Co-Invest L.P.
- (11) These securities are directly held by SW Delaware (GS) L.P. ("SWDGS") formerly known as SW Cayman (GS) L.P.
- (12) These securities are directly held by SW Delaware (GSO) L.P. (together with SWD, SWDA, SWDB, SWDC, SWDD, SWDE, SWDF, SWDCI and SWDGS, the "Blackstone Partnerships") formerly known as SW Cayman (GSO) L.P.
- (13) Under the terms of the partnership agreements of the Partnerships, the general partner determines any voting and disposition decisions with respect to the shares of Common Stock held by the Partnerships. In certain circumstances, Blackstone and certain co-investors in the Partnerships are permitted to surrender their interests in the Partnerships and receive shares of Common Stock held by the Partnerships.
- The general partner of each of the Partnerships is SW Cayman Limited. SW Cayman Limited is wholly owned by Blackstone Capital Partners (Cayman III) V L.P. The general partner of Blackstone Capital Partners (Cayman III) V L.P. is Blackstone Management Associates (Cayman) V L.P. The general partner of Blackstone Management Associates (Cayman) V L.P. is BCP V GP L.L.C. The sole member of BCP V GP L.L.C. is Blackstone Holdings III L.P. 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 shares held by the Partnerships.
- (14) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships 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 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.
- (15) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships 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 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.
- (16) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships 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 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)

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Due to the limitations of the Securities and Exchange Commission's EDGAR system, SWD, SWDA, SWDB, SWDC, SWDD, SWDE, SWDF, SWDCI, SWDGS, and SW Delaware (GSO) L.P. have filed a separate Form 4.

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.