

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-01-10**
SEC Accession No. [0001528599-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

Blackstone Real Estate Partners VII L.P.

CIK: [1528599](#) | IRS No.: [452934811](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-165168](#) | Film No.: **13522191**

Mailing Address
*345 PARK AVENUE
NEW YORK NY 10154*

Business Address
*345 PARK AVENUE
NEW YORK NY 10154
212 583-5000*

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden	
hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001528599](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Blackstone Real Estate Partners VII L.P.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2011
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Blackstone Real Estate Partners VII L.P.](#)
Street Address 1 [345 PARK AVENUE](#) Street Address 2
City [NEW YORK](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10154](#) Phone No. of Issuer [212 583-5000](#)

3. Related Persons

Last Name	First Name	Middle Name
Blackstone Real Estate Associates VII L.P.	n/a	
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[The General Partner of the Issuer \(the "GP"\).](#)

Last Name	First Name	Middle Name
Schwarzman	Stephen	A.
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
James	Hamilton	E.
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Finley	John	G.
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Tosi	Laurence	A.
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Agarwal	A.J.	
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Cohen	Frank	
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Gray	Jonathan	D.
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Nash	Michael	
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Stein	William	J.
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Sumers	Gary	M.
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Skero	Kathleen	
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
McDonagh	Dennis	J.
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Magliano	John	A.
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
Beovich	Anthony	W.
Street Address 1 345 Park Avenue	Street Address 2	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Of the GP of the Issuer.](#)

Last Name	First Name	Middle Name
James	Christopher	J.
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Of the GP of the Issuer.

Last Name	First Name	Middle Name
Skurbe	Matthew	
Street Address 1	Street Address 2	
345 Park Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Of the GP of the Issuer.

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input checked="" type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input checked="" type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| *Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| <input type="checkbox"/> Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |

Other Energy

5. Issuer Size

Revenue Range

- No Revenues
\$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
- Section 3(c)(1) Section 3(c)(9)
- Section 3(c)(2) Section 3(c)(10)
- Section 3(c)(3) Section 3(c)(11)
- Section 3(c)(4) Section 3(c)(12)
- Section 3(c)(5) Section 3(c)(13)
- Section 3(c)(6) Section 3(c)(14)
- Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale [2011-08-15](#) First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |

Limited Partnership Interests

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Park Hill Real Estate Group LLC	139491	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Park Hill Real Estate Group LLC	139491	
Street Address 1	Street Address 2	
345 Park Avenue	15th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10154
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	7691	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	7691	
Street Address 1	Street Address 2	
One Bryant Park		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10036
State(s) of Solicitation <input type="checkbox"/> All States	<input checked="" type="checkbox"/> Foreign/Non-US	

Recipient
UBS Financial Services, Inc.
(Associated) Broker or Dealer None
UBS Financial Services, Inc.
Street Address 1
1200 Harbor Boulevard
City
Weehawken
State(s) of Solicitation All States

Recipient CRD Number None
8174
(Associated) Broker or Dealer CRD Number None
8174
Street Address 2
State/Province/Country
NEW JERSEY
 Foreign/Non-US
ZIP/Postal Code
07086

Recipient
J.P. MORGAN SECURITIES LLC
(Associated) Broker or Dealer None
J.P. MORGAN SECURITIES LLC
Street Address 1
383 MADISON AVENUE
City
New York
State(s) of Solicitation All States

Recipient CRD Number None
79
(Associated) Broker or Dealer CRD Number None
79
Street Address 2
State/Province/Country
NEW YORK
 Foreign/Non-US
ZIP/Postal Code
10179

13. Offering and Sales Amounts

Total Offering Amount \$ 3,524,099,255 USD or Indefinite
Total Amount Sold \$ 3,524,099,255 USD
Total Remaining to be Sold \$ 0 USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering
- Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 18,977,150 USD Estimate
Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Blackstone Real Estate Partners VII L.P.	/s/ Gary M. Sumers	Gary M. Sumers	Authorized Signatory	2013-01-10

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.