SCHWARZMAN STEPHEN A
Form 3
April 18, 2013

FORM 3

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

OMB APPROVAL

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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)

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

(Street)

NEW YORK,Â NYÂ 10154

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/18/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Stock	61,456,932	I	See Footnotes (1) (2) (12) (13) (14) (15) (16)
Common Stock	1,918,298	I	See Footnotes (1) (3) (12) (13) (14) (15) (16)
Common Stock	2,157,461	I	See Footnotes (1) (4) (12) (13) (14) (15) (16)
Common Stock	1,968,349	I	See Footnotes (1) (5) (12) (13) (14) (15) (16)
Common Stock	707,144	I	See Footnotes (1) (6) (12) (13) (14) (15) (16)
Common Stock	2,216,093	I	See Footnotes (1) (7) (12) (13) (14) (15) (16)

Common Stock	1,731,945	I	See Footnotes (1) (8) (12) (13) (14) (15) (16)
Common Stock	2,637,840	I	See Footnotes (1) (9) (12) (13) (14) (15) (16)
Common Stock	2,888,734	I	See Footnotes (1) (10) (12) (13) (14) (15) (16)
Common Stock	962,912	I	See Footnotes (1) (11) (12) (13) (14) (15) (16)

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

SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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,Â NYÂ 10154	Â	Â X	Â	Â
SW Cayman Ltd L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â X	Â	Â
Blackstone Capital Partners (Cayman III) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â X	Â	Â
Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â X	Â	Â

BCP V GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â

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; Title: Chief Legal Officer	04/18/2013
**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; Title: Chief Legal Officer	04/18/2013
**Signature of Reporting Person	Date
BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) V L.P.. By: /s/ John G. Finley; Title: Chief Legal Officer	04/18/2013
**Signature of Reporting Person	Date
BCP V GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	04/18/2013
**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	04/18/2013
**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	04/18/2013
**Signature of Reporting Person	Date
BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	04/18/2013

**Signature of Reporting Person	Date
BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	04/18/2013
**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	04/18/2013
**Signature of Reporting Person	Date
STEPHEN A SCHWARZMAN, /s/ Stephen A. Schwarzman	04/18/2013
**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 shares of common stock, par value $0.01 per share ("Common Stock") of SeaWorld Entertainment Inc. (the "Issuer") that are directly held by the Blackstone Partnerships (as defined below).
(2)	These securities are directly held by SW Cayman L.P. ("SWC").
(3)	These securities are directly held by SW Cayman A L.P. ("SWCA").
(4)	These securities are directly held by SW Cayman B L.P. ("SWCB").
(5)	These securities are directly held by SW Cayman C L.P. ("SWCC").
(6)	These securities are directly held by SW Delaware D L.P. ("SWDD").
(7)	These securities are directly held by SW Cayman E L.P. ("SWCE").
(8)	These securities are directly held by SW Cayman F L.P. ("SWCF").
(9)	These securities are directly held by SW Cayman Co-Invest L.P. ("SWCCI").
(10)	These securities are directly held by SW Cayman (GS) L.P. ("SWCGS").
(11)	These securities are directly held by SW Cayman (GSO) L.P. (together with SWC, SWCA, SWCB, SWCC, SWDD, SWCE, SWCF, SWCCI and SWCGS, the "Blackstone Partnerships").
(12)	Under the terms of the partnership agreements of the Partnerships, the general partner determines any voting and dispositions decisions with respect to the shares of our common stock held by the Partnerships. In certain circumstances, Blackstone and certain other members of the Investor Group are permitted to surrender their interests in the Partnerships to the Partnerships and receive shares of our common stock held by the Partnerships.
(13)	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.
(14)	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.
(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 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.
(16)	Due to the limitations of the Securities and Exchange Commission's EDGAR system, SWC, SWCA, SWCB, SWCC, SWDD, SWCE, SWCF, SWCCI, SWCGS, and SW Cayman (GSO) L.P. have filed a separate Form 3.

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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