SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or Sect	011 30(N) 0	f the Investment Company Act of 19	940					
1. Name and Address of Reporting Person [*] Blackstone Intermediary Holdco L.L.C.	R (N	2. Date of Event Requiring Statemen (Month/Day/Year) 10/16/2017		3. Issuer Name and Ticker or Trac Hess Midstream Partne		ESM]				
(Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P.,				4. Relationship of Reporting Perso (Check all applicable) Director X				Amendment, Da th/Day/Year)	ate of Original Filed	
345 PARK AVENUE				Officer (give title below)	Other (spe below)	ecify		cable Line)	/Group Filing (Check y One Reporting Person	
(Street) NEW YORK NY 10154							X	Form filed by Reporting P	y More than One erson	
(City) (State) (Zip)										
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 5)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Units				0	I		See f	ootnotes ⁽¹⁾⁽²⁾⁽³	3)(4)(5)(6)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable ar Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securi Underlying Derivative Securi		4. 4) Conversi or Exerci Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiratio Date	on Title	Amount or Number of Shares	Deriva Securi	tive	or Indirect (I) (Instr. 5)		
C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE (Street) NEW YORK NY	(Middle) 10154 (Zip)		-							
C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE (Street)	(Middle)									
	(Zip)		-							
1. Name and Address of Reporting Person* Blackstone Harvest Holdco L.L.C.										
(Last) (First) C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE	(Middle)									
(Street)										

NEW YORK	NY	10154					
(City)	(State)	(Zip)					
1. Name and Address of BLACKSTONE	f Reporting Person [*] ADVISORY PA	RTNERS L.P.					
(Last) C/O THE BLACKS 345 PARK AVENU	(First) TONE GROUP L.P. E	(Middle)					
(Street) NEW YORK	NY	New York					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Blackstone Advisory Services L.L.C.							
(Last) C/O THE BLACKS 345 PARK AVENU	(First) STONE GROUP L.P. E	(Middle)					
(Street) NEW YORK	NY	10154					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Blackstone Holdings I L.P.							
(Last) C/O THE BLACKS 345 PARK AVENU	(First) TONE GROUP L.P. E	(Middle)					
(Street) NEW YORK	NY	10154					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Blackstone Holdings I/II GP Inc							
(Last) C/O THE BLACKS 345 PARK AVENU	(First) TONE GROUP L.P. E	(Middle)					
(Street) NEW YORK	NY	10154					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Harvest Fund Advisors LLC							
(Last) 100 W. LANCASTI	(First) ER AVENUE, SUITE	(Middle) E 200					
(Street) WAYNE	РА	19087					
(City)	(State)	(Zip)					

Explanation of Responses:

1. This Form 3 is being filed by Harvest Fund Advisors LLC ("HFA"), Harvest Fund Holdco L.P., Blackstone Harvest Holdco L.L.C., Blackstone Intermediary Holdco L.L.C., Blackstone Advisory Partners L.P., Blackstone Advisory Services L.L.C., Blackstone Holdings I L.P., Blackstone Holdings I/II GP Inc., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman. 2. HFA is an investment manager to funds and separately managed accounts that own securities of the Issuer. Harvest Fund Holdco L.P. is the sole member of HFA. Blackstone Harvest Holdco L.L.C. is the general partner of Harvest Fund Holdco L.P. Blackstone Intermediary Holdco L.L.C. is the sole member of Blackstone Harvest Holdco L.L.C. Blackstone Advisory Partners L.P. is the sole member of Blackstone Intermediary Holdco L.L.C. Blackstone Advisory Services L.L.C. is the general partner of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Holdings I L.P.

3. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management Managem

4. HFA, an investment adviser registered under the Investment Advisers Act of 1940, as amended, advises funds and accounts. In such capacity, HFA has voting authority and dispositive discretion over the securities of Hess Midstream Partners LP (the "Issuer") owned by such funds and accounts. The Reporting Persons may be deemed to be indirect beneficial owners of the securities owned by such funds and accounts for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), however, none of the Reporting Persons has any pecuniary interest in any of such securities. 5. This filing shall not be deemed an admission that the Reporting Persons are subject to Section 16 of the Exchange Act or otherwise, that the Reporting Persons are the beneficial owners of any equity securities of the Issuer managed by HFA, and each Reporting Person disclaims beneficial ownership of the securities held by funds and accounts managed by HFA for purposes of Section 16 of the Exchange Act.

6. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.

Remarks:

This Form 3 is being filed in connection with the acquisition by The Blackstone Group L.P. and certain of its affiliates ("Blackstone") of HFA, an investment management firm with over \$10 billion in assets under management, on October 16, 2017. In connection with that acquisition, for purposes of Section 13(d) of the Exchange Act, Blackstone may be deemed to have become the beneficial owner of the securities beneficially owned by HFA, including the securities of the Issuer.

HARVEST FUND ADVISORS LLC, By: /s/ 10/26/2017 Anthony Merhige, Name: Anthony Merhige, Title: Senior Managing Director HARVEST FUND HOLDCO L.P., By: Blackstone Harvest Holdco L.L.C., its General <u>10/26/</u>2017 Partner, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Person **BLACKSTONE HARVEST** HOLDCO L.L.C., By: **Blackstone Intermediary** Holdco LLC, S Member, By: Blackstone Advisory Partners <u>10/26/</u>2017 LP, S Member, By: Blackstone Advisory Services LLC, GP, By: Blackstone Holdings I/II GP Inc., GP of S Member, By: /s/ John G. Finley, CLO BLACKSTONE INTERMEDIARY HOLDCO L.L.C., By: Blackstone Advisory Partners L.P., Sole Member, By: Blackstone 10/26/2017 Advisory Services L.L.C., GP, By: Blackstone Holdings I L.P. Sole Member, By: Blackstone Holdings I/II GP Inc., GP, By: /s/ John G. Finley, CLO BLACKSTONE ADVISORY PARTNERS L.P., By: Blackstone Advisory Services L.L.C., its GP, By: Blackstone Holdings I L.P., its Sole 10/26/2017 Member, By: Blackstone Holdings I/II GP Inc., its GP, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer BLACKSTONE ADVISORY SERVICES L.L.C., By: Blackstone Holdings I L.P., its Sole Member, By: Blackstone 10/26/2017 Holdings I/II GP Inc., its General Partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer **BLACKSTONE HOLDINGS I** L.P., By: Blackstone Holdings I/II GP Inc., its General 10/26/2017 Partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer **BLACKSTONE HOLDINGS** I/II GP INC., By: /s/ John G. 10/26/2017 Finley, Name: John G. Finley, Title: Chief Legal Officer ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.