

BLACKSTONE MEZZANINE PARTNERS LP

Form 4/A

May 26, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Holdings II 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

Vitamin Shoppe, Inc. [VSI]

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

05/25/2010

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

03/16/2010

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)		
			Code	V	Amount (A) or (D)	Price			
Common Stock <u>(1)</u>	05/25/2010		S		13,327	D \$ 22.325	555	I	See footnotes <u>(1)</u> <u>(3)</u>
Common Stock <u>(2)</u>	05/25/2010		S		555	D \$ 22.325	0	I	See footnotes <u>(2)</u> <u>(3)</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.**

SEC 1474
(9-02)

Edgar Filing: BLACKSTONE MEZZANINE PARTNERS LP - Form 4/A

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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Blackstone Holdings II L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Holdings I/II GP Inc
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Mezzanine Management Associates L.L.C.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Mezzanine Associates L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE MEZZANINE PARTNERS LP
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BMP Side-by-Side GP L.L.C.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Mezzanine Holdings L.P.
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.
345 PARK AVENUE
NEW YORK, NY 10154

X

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

/s/ Marisa J. Beeney, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C., its General Partner, Blackstone Mezzanine Associates L.P., its General Partner for BLACKSTONE MEZZANINE PARTNERS L.P.

05/26/2010

__Signature of Reporting Person

Date

/s/ Marisa J. Beeney, Authorized Signatory, BMP Side-by-Side GP L.L.C., its General Partner for BLACKSTONE MEZZANINE HOLDINGS L.P.

05/26/2010

__Signature of Reporting Person

Date

/s/ Marisa J. Beeney, Authorized Signatory for BLACKSTONE MEZZANINE MANAGEMENT ASSOCIATES L.L.C.

05/26/2010

__Signature of Reporting Person

Date

/s/ Marisa J. Beeney, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C., its General Partner for BLACKSTONE MEZZANINE ASSOCIATES L.P.

05/26/2010

__Signature of Reporting Person

Date

/s/ Marisa J. Beeney, Authorized Signatory for BMP SIDE-BY-SIDE GP L.L.C.

05/26/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Holdings I/II GP Inc., its General Partner for BLACKSTONE HOLDINGS II L.P.

05/26/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE HOLDINGS I/II GP INC.

05/26/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory, Blackstone Group Management L.L.C., its General Partner for THE BLACKSTONE GROUP L.P.

05/26/2010

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE GROUP MANAGEMENT L.L.C.

05/26/2010

Edgar Filing: BLACKSTONE MEZZANINE PARTNERS LP - Form 4/A

__Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

05/26/2010

__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).

Securities acquired or disposed of represent securities directly beneficially owned by Blackstone Mezzanine Partners L.P. Blackstone
(1) Mezzanine Management Associates L.L.C. is the general partner of Blackstone Mezzanine Associates L.P. which is the general partner of Blackstone Mezzanine Partners L.P.

(2) Securities acquired or disposed of represent securities directly beneficially owned by Blackstone Mezzanine Holdings L.P. BMP Side-by-Side GP L.L.C. is the general partner of Blackstone Mezzanine Holdings L.P.

Blackstone Holdings II L.P. is the managing member of Blackstone Mezzanine Management Associates L.L.C. and the sole member of
(3) BMP Side-by-Side GP L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P. The Blackstone Group L.P. is the sole shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Mr. Schwarzman is the founding member of Blackstone Group Management L.L.C.

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.