

SCHWARZMAN STEPHEN A
 Form 3/A
 March 29, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | | |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Blackstone Management Associates (Cayman) V L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/25/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Freescale Semiconductor Holdings I, Ltd. [FSL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/25/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

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 | 196,136,895 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------|------------------|-----------------|---------------|----------------------------|------------------------------|---|---|
| | | | Title | | | | |
| Warrant | Â (6) | Â (6) | Common Shares | 9,534,587 | \$ 36.12 | I | See Footnotes ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| Blackstone LR Associates (Cayman) V Ltd. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| BCP V GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â X | Â X | Â | Â |
| | Â X | Â X | Â | Â |

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

Signatures

| | |
|---|------------|
| BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) V L.P.; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 03/29/2012 |
| __Signature of Reporting Person | Date |
| BLACKSTONE LR ASSOCIATES (CAYMAN) V LTD.; By: /s/ John G. Finley; Title: Director | 03/29/2012 |
| __Signature of Reporting Person | Date |
| BCP V GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 03/29/2012 |
| __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 | 03/29/2012 |
| __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 | 03/29/2012 |
| __Signature of Reporting Person | Date |
| BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 03/29/2012 |
| __Signature of Reporting Person | Date |
| BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 03/29/2012 |
| __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; Title: Chief Legal Officer | 03/29/2012 |
| __Signature of Reporting Person | Date |
| /s/ Stephen A. Schwarzman | 03/29/2012 |
| __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) This amended Form 3 is being filed solely to add additional entities affiliated with the direct holders of interests in Freescale Holdings GP, Ltd. as Reporting Persons which may be deemed to indirectly beneficially own the securities reported herein.
 - (2) Freescale Holdings L.P. is the direct holder of the reported securities. Freescale Holdings GP, Ltd. is the general partner of Freescale Holdings L.P. and, as such, may be deemed to beneficially own the shares held by Freescale Holdings L.P.
 - (3) (cont'd) The Blackstone Funds (as defined below) hold 250 shares of Freescale Holdings GP, Ltd., representing 25% of the total shares outstanding, as follows: (i) 88 shares held by Blackstone Capital Partners (Cayman) V L.P. ("BCP V"), whose general partner is Blackstone Management Associates (Cayman) V L.P. ("BMA V"); (ii) 82 shares held by Blackstone Capital Partners (Cayman) V-A L.P. ("BCP V-A"), whose general partner is BMA V; (iii) 70 shares held by BCP (Cayman) V-S L.P. ("BCP V-S"), whose general partner is BMA V; (iv) 7 shares held by Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("BFIP V-SMD"), whose

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general partner is Blackstone Family GP L.L.C.;

- (4) (cont'd) (v) 2 shares held by Blackstone Family Investment Partnership (Cayman) V L.P. ("BFIP V"), whose general partner is BCP V GP L.L.C.; and (vi) 1 share held by Blackstone Participation Partnership (Cayman) V L.P. ("BPP V" and, together with BCP V, BCP V-A, BCP V-S, BFIP V-SMD and BFIP V, the "Blackstone Funds"), whose general partner is BCP V GP L.L.C. Certain affiliates of the Blackstone Funds also hold 3,395,055 Class A limited partnership interests in Freescale Holdings L.P.

- (5) (cont'd) Blackstone LR Associates (Cayman) V Ltd. ("BLRA") and BCP V GP L.L.C. are the general partners of BMA V. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C. 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. Mr. Schwarzman is a director and controlling person of BLRA. Blackstone Family GP L.L.C. is controlled by its founding member, Mr. Schwarzman.

- (6) On December 1, 2006, the Issuer issued and granted to Freescale Holdings L.P., pursuant to a warrant agreement (the "Warrant"), subject to customary anti-dilution adjustment pursuant to the terms of the Warrant and certain other adjustments as described therein, the right to purchase 9,534,587 shares of Common Shares of the Issuer, exercisable immediately.

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Remarks:

DueÂ toÂ theÂ limitationsÂ ofÂ theÂ SecuritiesÂ andÂ ExchangeÂ Commission'sÂ EDGARÂ system,Â BlackstoneÂ Capit

EachÂ ReportingÂ PersonÂ isÂ filingÂ thisÂ statementÂ asÂ aÂ directorÂ becauseÂ ChinhÂ E.Â Chu,Â aÂ SeniorÂ Mana

EachÂ ofÂ suchÂ BlackstoneÂ entitiesÂ andÂ Mr.Â SchwarzmanÂ mayÂ beÂ deemedÂ toÂ beneficiallyÂ ownÂ theÂ Com

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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