

Blackstone Real Estate Income Fund II  
 Form 4/A  
 April 11, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Blackstone Real Estate Income  
 Advisors L.L.C.

(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  
 Blackstone Real Estate Income Fund II [N/A]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)  
 04/03/2014

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
 Invest. Adviser & affiliates

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Institutional Class II Common Shares of Beneficial Interest | 04/01/2014                           |  | P                              |   | 12,500  | A  | \$ 1,000                                   |
| Advisor Class I Common Shares of Beneficial Interest        |                                      |  |                                |   | 50  |  |  |

Interest

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

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**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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                              |
|--|---------------|-----------|---------|------------------------------|
|  | Director      | 10% Owner | Officer | Other                        |
| Blackstone Real Estate Income Advisors L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154        |               | X         |         | Invest. Adviser & affiliates |
| Blackstone Real Estate Special Situations Advisors L.L.C.<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE<br>NEW YORK, NY 10154 |               | X         |         | Invest. Adviser & affiliates |
| Blackstone Holdings I L.P.<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                |               | X         |         | Invest. Adviser & affiliates |
| Blackstone Holdings I/II GP Inc<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE<br>NEW YORK, NY 10154                           |               | X         |         | Invest. Adviser & affiliates |
|  |               | X         |         | Invest. Adviser & affiliates |

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

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

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

X Invest. Adviser & affiliates

X Invest. Adviser & affiliates

## Signatures

BLACKSTONE REAL ESTATE SPECIAL SITUATIONS ADVISORS L.L.C., By: /s/  
Randall Rothschild, Name: Randall Rothschild, Title: Authorized Signatory 04/11/2014

\_\_Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley,  
Title: Chief Legal Officer 04/11/2014

\_\_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, Name: John G. Finley, Title: Chief Legal Officer 04/11/2014

\_\_Signature of Reporting Person Date

STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A.  
Schwarzman 04/11/2014

\_\_Signature of Reporting Person Date

BLACKSTONE REAL ESTATE INCOME ADVISORS L.L.C., By: /s/ Randall Rothschild,  
Name: Randall Rothschild, Title: Authorized Signatory 04/11/2014

\_\_Signature of Reporting Person Date

BLACKSTONE HOLDINGS I L.P., By: Blackstone Holdings I/II GP Inc., its general  
partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 04/11/2014

\_\_Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G.  
Finley, Title: Chief Legal Officer 04/11/2014

\_\_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).

Blackstone Real Estate Special Situations Advisors L.L.C. is the sole member of Blackstone Real Estate Income Advisors L.L.C.  
Blackstone Holdings I L.P. is the managing member of Blackstone Real Estate Special Situations Advisors L.L.C. Blackstone Holdings  
(1) I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone  
Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group  
Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

(2)

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In addition, each of Michael Nash and Joshua Mason may have shared investment control with respect to the Advisor Class I Common Shares and the Institutional Class II Common Shares.

- (3) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of the Reporting Persons (other than Blackstone Real Estate Income Advisors L.L.C. to the extent It directly holds securities reported herein), disclaims beneficial ownership of the securities held by Blackstone Real Estate Income Advisors L.L.C., except to the extent to such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than Blackstone Real Estate Income Advisors L.L.C. to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.

### Remarks:

This amendment to the Form 4 filed on April 3, 2014 is being filed solely to indicate under Item 5 that each Reporting Person

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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