GSO CAPITAL PARTNERS LP
Form 3
November 08, 2018

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 GSO CAPITAL PARTNERS LP

(Last) (First) (Middle)

345 PARK AVENUE,Â

(Street)

NEW YORK,Â NYÂ 10154

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/29/2018

3. Issuer Name **and** Ticker or Trading Symbol
Centric Brands Inc. [DFBG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer _____ Other
(give title below) (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	9,358,749	I	See footnotes (1) (10) (12) (13) (14) (15) (16)
Common Stock	8,309,901	I	See footnotes (2) (10) (12) (13) (14) (15) (16)
Common Stock	802,179	I	See footnotes (3) (10) (12) (13) (14) (15) (16)
Common Stock	133,697	I	See footnotes (4) (10) (12) (13) (14) (15) (16)
Common Stock	112,974	I	See footnotes (5) (12) (13) (14) (15) (16)
Common Stock	7,445,474	I	See footnotes (6) (11) (13) (14) (15) (16)

Common Stock	56,527	I	See footnotes (7) (11) (13) (14) (15) (16)

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

SEC 1473 (7-02)

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.

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			
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	1,115,433 (8)	$ 8 (8)	I	See footnotes (1) (10) (12) (13) (14) (15) (16)
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	990,425 (8)	$ 8 (8)	I	See footnotes (2) (10) (12) (13) (14) (15) (16)
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	95,609 (8)	$ 8 (8)	I	See footnotes (3) (10) (12) (13) (14) (15) (16)
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	15,935 (8)	$ 8 (8)	I	See footnotes (4) (10) (12) (13) (14) (15) (16)
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	13,465 (8)	$ 8 (8)	I	See footnotes (5) (12) (13) (14) (15) (16)
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	887,396 (8)	$ 8 (8)	I	See footnotes (6) (11) (13) (14) (15) (16)
Convertible Note	10/29/2019(8)	Â (9)	Common Stock	6,737 (8)	$ 8 (8)	I	See footnotes (7) (11) (13) (14) (15) (16)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
BTO Legend Holdings (Cayman) - NQ L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORKÂ 10154	Â	Â	X	Â	Â
BTO Holdings (Cayman) - NQ Manager L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORKÂ 10154	Â	Â	X	Â	Â
GSO Aiguille des Grands Montets Fund II LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
GSO Advisor Holdings L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Goodman Bennett J C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Blackstone Tactital Opportunities Management Associates (Cayman) - NQ L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
BTO GP - NQ L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Blackstone Holdings IV L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â
Blackstone Family Tactical Opportunities Investment Partnership III (Cayman) - NQ - ESC L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK,Â NYÂ 10154	Â	Â	X	Â	Â

Signatures

GSO Capital Partners LP, By: /s/ Marisa J. Beeney, Name: Marisa J. Beeney, Title: Authorized Signatory	11/08/2018
**Signature of Reporting Person	Date

GSO Aiguille des Grands Montets Fund II LP, By: GSO Capital Partners LP, its investment manager, By: /s/ Marisa J. Beeney, Name: Marisa Beeney, Title: Authorized Signatory — 11/08/2018

**Signature of Reporting Person — Date

GSO Advisor Holdings L.L.C., By: Blackstone Holdings I L.P., its sole member, By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer — 11/08/2018

**Signature of Reporting Person — Date

Bennett J. Goodman, By: /s/ Marisa J. Beeney, Name: Marisa J. Beeney, Title: Attorney-in-Fact — 11/08/2018

**Signature of Reporting Person — Date

BTO Legend Holdings (Cayman) - NQ L.P., By: its general partner, By: Blackstone Tactical Opportunities Management Associates (Cayman) - NQ L.P., its man. member, By: BTO GP - NQ L.L.C., its gp, By: /s/ Christopher J. James, Title: Authorized Person — 11/08/2018

**Signature of Reporting Person — Date

BTO Holdings (Cayman) - NQ Manager L.L.C. By: Blackstone Tactical Opportunities Management Associates (Cayman) - NQ L.P., its man. member, By: BTO GP - NQ L.L.C., its gp, By: /s/ Christopher J. James, Title: Authorized Person — 11/08/2018

**Signature of Reporting Person — Date

Blackstone Tactical Opportunities Management Associates (Cayman) - NQ L.P., By: BTO GP - NQ L.L.C., its general partner, By: /s/ Christopher J. James, Name: Christopher J. James, Title: Authorized Person — 11/08/2018

**Signature of Reporting Person — Date

BTO GP - NQ L.L.C., By: /s/ Christopher J. James, Name: Christopher J. James, Title: Authorized Person — 11/08/2018

**Signature of Reporting Person — Date

Blackstone Holdings IV L.P. By: Blackstone Holdings IV GP L.P., its gp, By: Blackstone Holdings IV GP Management (Delaware) L.P., its gp, By: Blackstone Holdings IV GP Management L.L.C., its gp, By: /s/ John G. Finley, Chief Legal Officer — 11/08/2018

**Signature of Reporting Person — Date

Blackstone Family Tactical Opportunities Investment Partnership III (Cayman) - NQ - ESC L.P., By: BTO GP - NQ L.L.C., its general partner, By: /s/ Christopher J. James, Name: Christopher J. James, Title: Authorized Person — 11/08/2018

**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) Reflects securities directly held by GSO Capital Opportunities Fund III LP. GSO Capital Opportunities Associates III LLC is the general partner of GSO Capital Opportunities Fund III LP.

(2) Reflects securities directly held by GSO CSF III Holdco LP. GSO Capital Solutions Associates III LP is the general partner of GSO CSF III Holdco LP. GSO Capital Solutions Associates III (Delaware) LLC is a general partner of GSO Capital Solutions Associates III LP.

(3) Reflects securities directly held by GSO Credit Alpha II Trading (Cayman) LP. GSO Credit Alpha Associates II LP is the general partner of GSO Credit Alpha II Trading (Cayman) LP. GSO Credit Alpha Associates II (Delaware) LLC is a general partner of GSO Credit Alpha Associates II LP.

(4) Reflects securities directly held by GSO Harrington Credit Alpha Fund (Cayman) L.P. GSO Harrington Credit Alpha Associates L.L.C. is the general partner of GSO Harrington Credit Alpha Fund (Cayman) L.P.

(5) Reflects securities directly held by GSO Aiguille des Grands Montets Fund II LP. GSO Capital Partners LP is an investment manager of GSO Aiguille des Grands Montets Fund II LP. GSO Advisor Holdings L.L.C. is the special limited partner of GSO Capital Partners LP with the investment and voting power over the securities beneficially owned by GSO Capital Partners LP. Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings L.L.C.

(6) Reflects securities directly held by BTO Legend Holdings L.P. as nominee for BTO Legend Holdings (Cayman) - NQ L.P. BTO Holdings (Cayman) - NQ Manager L.L.C. is the general partner of BTO Legend Holdings (Cayman) - NQ L.P. Blackstone Tactical Opportunities Management Associates (Cayman) - NQ L.P. is the managing member of BTO Holdings (Cayman) - NQ Manager L.L.C. BTO GP - NQ L.L.C. is the general partner of Blackstone Tactical Opportunities Management Associates (Cayman) - NQ L.P.

(7) Reflects securities directly held by Blackstone Family Tactical Opportunities Investment Partnership III (Cayman) - NQ - ESC L.P. BTO GP - NQ L.L.C. is the general partner of Blackstone Family Tactical Opportunities Investment Partnership III (Cayman) - NQ - ESC L.P.

(8) Represents a Subordinated Convertible Note ("Convertible Note") which is convertible at the option of the holder, at any time after October 29, 2019, into a number of shares of Common Stock at a price of $8.00 per share, subject to customary anti-dilution adjustments. Beginning April 29, 2019, interest accrues on the Convertible Note at a rate of 12.0% per annum, increasing to a rate of 16.0% per annum from and after October 29, 2019, with such interest being payable in cash, unless the Issuer is unable to pay cash interest in which case such amounts will accrue to the principal amount of the Convertible Note.

(9) The Convertible Note matures on the earlier of (i) the repayment in full of all amounts due under the Issuer's Second Lien Credit Agreement dated as of October 29, 2018, between the Issuer and the lenders and agents party thereto and (ii) October 29, 2024. The Issuer may prepay the Convertible Note under certain circumstances, in an amount equal to the greater of (a) the principal amount of the Convertible Note, together with accrued interest and (b) the value equal to the number of shares of Common Stock that would be received upon conversion of the Convertible Note, based on fair market value, together with accrued interest.

(10) GSO Holdings I L.L.C. is the managing member of GSO Capital Opportunities Associates III LLC, GSO Harrington Credit Alpha Associates L.L.C., GSO Capital Solutions Associates III (Delaware) LLC and the sole member of GSO Credit Alpha Associates II (Delaware) LLC. Blackstone Holdings II L.P. is the managing member of GSO Holdings I L.L.C.

(11) Blackstone Holdings IV L.P. is the sole member of BTO GP - NQ L.L.C. Blackstone Holdings IV GP L.P. is the general partner of Blackstone Holdings IV L.P. Blackstone Holdings IV GP Management (Delaware) L.P. is the general partner of Blackstone Holdings IV GP L.P. Blackstone Holdings IV GP Management L.L.C. is the general partner of Blackstone Holdings IV GP Management (Delaware) L.P.

(12) Blackstone Holdings I/II GP Inc. is the general partner of each of Blackstone Holdings I L.P. and Blackstone Holdings II L.P.

(13) The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. and the sole member of Blackstone Holdings IV GP Management L.L.C. 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. Bennett J. Goodman may be deemed to have shared voting power and/or investment power with respect to the securities held by GSO Capital Opportunities Fund III LP, GSO CSF III Holdco LP, GSO Credit Alpha II Trading (Cayman) LP, GSO Harrington Credit Alpha Fund (Cayman) L.P. and GSO Aiguille des Grands Montets Fund II LP.

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

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

(16) Each of the Reporting Persons (other than each of the direct holders of securities to the extent of their direct ownership), disclaims beneficial ownership of the securities reported herein, except to the extent of 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 each of the direct holders of securities to the extent of their direct ownership) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.

Explanation of Responses: