

BLACKSTONE MEZZANINE PARTNERS LP
 Form 4
 March 16, 2010

FORM 4

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

OMB APPROVAL

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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 Holdings II L.P.

2. Issuer Name and Ticker or Trading Symbol
 Vitamin Shoppe, Inc. [VSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O THE BLACKSTONE GROUP
 L.P., 345 PARK AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/02/2009

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 NEW YORK, NY 10154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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>	11/02/2009		C ⁽⁴⁾		680,589	A	<u>(4)</u>	1,145,861	I	See footnotes <u>(1)</u> <u>(3)</u>
Common Stock <u>(2)</u>	11/02/2009		C ⁽⁴⁾		28,357	A	<u>(4)</u>	1,174,218	I	See footnotes <u>(2)</u> <u>(3)</u>
Common Stock <u>(1)</u>	11/02/2009		P		228,170	A	\$ <u>(5)</u> 17	1,402,388	I	See footnotes <u>(1)</u> <u>(3)</u>
Common Stock <u>(2)</u>	11/02/2009		P		9,499	A	\$ <u>(5)</u> 17	1,411,887	I	See footnotes

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								(2) (3)
Common Stock <u>(1)</u>	11/02/2009	S	1,342,093	D	\$ 15.81	69,794	I	See footnotes (1) (3)
Common Stock <u>(2)</u>	11/02/2009	S	55,912	D	\$ 15.81	13,882	I	See footnotes (2) (3) (7)
Series A Preferred Stock <u>(1)</u>	11/02/2009	S	2,539	D	<u>(5)</u>	2,241	I	See footnotes (1) (3)
Series A Preferred Stock <u>(2)</u>	11/02/2009	S	106	D	<u>(5)</u>	93	I	See footnotes (2) (3)
Series A Preferred Stock <u>(1)</u>	11/02/2009	S	2,241	D	<u>(6)</u>	0	I	See footnotes (1) (3)
Series A Preferred Stock <u>(2)</u>	11/02/2009	S	93	D	<u>(6)</u>	0	I	See footnotes (2) (3)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants (right to buy) <u>(1)</u>	\$ 0	11/02/2009		C <u>(4)</u>	365,694	11/02/2002	11/02/2012	Common Stock	680,58
Warrants (right to buy) <u>(2)</u>	\$ 0	11/02/2009		C <u>(4)</u>	15,237	11/02/2002	11/02/2012	Common Stock	28,35

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ Robert L. Friedman, 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.	03/16/2010
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Signatory, BMP Side-by-Side GP L.L.C., its General Partner for BLACKSTONE MEZZANINE HOLDINGS L.P.	03/16/2010
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE MEZZANINE MANAGEMENT ASSOCIATES L.L.C.	03/16/2010
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Signatory, Blackstone Mezzanine Management Associates L.L.C, its General Partner for BLACKSTONE MEZZANINE ASSOCIATES L.P.	03/16/2010
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Signatory for BMP SIDE-BY-SIDE GP L.L.C.	03/16/2010
__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.	03/16/2010
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE HOLDINGS I/II GP INC.	03/16/2010
__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.	03/16/2010
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Signatory for BLACKSTONE GROUP MANAGEMENT L.L.C.	03/16/2010
__Signature of Reporting Person	Date
/s/ Stephen A. Schwarzman	03/16/2010
__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).
- (1) Securities acquired or disposed of represent securities directly beneficially owned by Blackstone Mezzanine Partners L.P. Blackstone 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.
 - (3) Blackstone Holdings II L.P. is the managing member of Blackstone Mezzanine Management Associates L.L.C. and the sole member of 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

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general partner of The Blackstone Group L.P. Mr. Schwarzman is the founding member of Blackstone Group Management L.L.C.

- (4) Each Warrant to purchase shares of the Issuer's Common Stock was exercised automatically on an approximately 1.8611-for-one basis in connection with the closing of the Issuer's initial public offering on November 2, 2009.
- (5) Each share of Series A Preferred Stock converted automatically into shares of the Issuer's Common Stock in connection with the closing of the Issuer's initial public offering on November 2, 2009. Prior to its conversion into the Issuer's Common Stock, the Series A Preferred Stock was convertible into the Issuer's Common Stock upon an initial public offering by the Issuer, subject to certain conditions. Upon conversion, each share of Series A Preferred Stock entitled the Reporting Person to a number of shares of the Issuer's Common Stock equal to the liquidation preference amount of \$1,000, plus accrued and unpaid dividends, divided by the offering price per share to the public.
- (6) Each share of Series A Preferred Stock was redeemed by the Issuer in connection with the closing of the Issuer's initial public offering on November 2, 2009. Prior to its redemption, the Series A Preferred Stock was redeemable at any time at a price equal to the liquidation preference amount of \$1,000, plus accrued and unpaid dividends, and had no expiration date.
- (7) Represents 13,327 shares of the Issuer's Common Stock directly beneficially owned by Blackstone Mezzanine Partners L.P. and 555 shares of the Issuer's Common Stock directly beneficially owned by Blackstone Mezzanine Holdings L.P.

Remarks:

Blackstone Mezzanine Partners L.P. and Blackstone Mezzanine Holdings L.P. are parties to a Securityholders Agreement, dated

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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