

SARATOGA RESOURCES INC /TX  
 Form 3/A  
 February 05, 2015

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Blackstone / GSO Capital Solutions Fund LP</p> <p>(Last) (First) (Middle)</p> <p>C/O GSO CAPITAL PARTNERS LP, 345 PARK AVENUE, 31ST FLOOR</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>07/12/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SARATOGA RESOURCES INC /TX [SARA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input 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>07/21/2011</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>
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**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	2,982,321	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	1,017,679	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

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	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone / GSO Capital Solutions Fund LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
Blackstone / GSO Capital Solutions Associates LLC C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
Blackstone / GSO Capital Solutions Overseas Master Fund L.P. C/O GSO CAPITAL PARTNERS L.P. 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
Blackstone / GSO Capital Solutions Overseas Associates LLC C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
Goodman Bennett J C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
Smith J Albert III C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
Ostrover Douglas I C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^

## Signatures

Blackstone / GSO Capital Solutions Fund LP By: Blackstone / GSO Capital Solutions Associates LLC, its general partner By: Marisa J. Beeney, Authorized Signatory

02/05/2015

\*\*Signature of Reporting Person

Date

Blackstone / GSO Capital Solutions Associates LLC By: Marisa J. Beeney, Authorized Signatory	02/05/2015
**Signature of Reporting Person	Date
Blackstone / GSO Capital Solutions Overseas Master Fund L.P. By: Blackstone / GSO Capital Solutions Overseas Associates LLC, its general partner By: Marisa J. Beeney, Authorized Signatory	02/05/2015
**Signature of Reporting Person	Date
Blackstone / GSO Capital Solutions Overseas Associates LLC By: Marisa J. Beeney, Authorized Signatory	02/05/2015
**Signature of Reporting Person	Date
Bennett J. Goodman By: Marisa J. Beeney, Attorney-in-Fact	02/05/2015
**Signature of Reporting Person	Date
J. Albert Smith III By: Marisa J. Beeney, Attorney-in-Fact	02/05/2015
**Signature of Reporting Person	Date
Douglas I. Ostrover By: Marisa J. Beeney, Attorney-in-Fact	02/05/2015
**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) The original Form 3 erroneously included GSO Capital Partners LP and GSO Advisors L.L.C. as reporting persons. This amendment is filed to remove GSO Capital Partners LP and GSO Advisors L.L.C. as reporting persons and to add Blackstone / GSO Capital Solutions Overseas Associates LLC, which was inadvertently omitted from the original Form 3, as a reporting person.
  - (2) Blackstone / GSO Capital Solutions Fund LP and Blackstone / GSO Capital Solutions Overseas Master Fund L.P. (collectively, the "GSO Funds") are the record holders of 2,982,321 and 1,017,679 shares of Common Stock of the Issuer, respectively.
  - (3) Blackstone / GSO Capital Solutions Associates LLC is the general partner of Blackstone / GSO Capital Solutions Fund LP. GSO Holdings I L.L.C. is the managing member of Blackstone / GSO Capital Solutions Associates LLC. Each of Blackstone / GSO Capital Solutions Associates LLC and GSO Holdings I L.L.C. may be deemed to share beneficial ownership of the shares of Common Stock, \$0.001 par value, (the "Common Stock") held of record by Blackstone / GSO Capital Solutions Fund LP. Blackstone / GSO Capital Solutions Overseas Associates LLC is the general partner of Blackstone / GSO Capital Solutions Overseas Master Fund L.P. GSO Holdings I L.L.C. is the managing member of Blackstone / GSO Capital Solutions Overseas Associates LLC. Each of Blackstone / GSO Capital Solutions Overseas Associates LLC and GSO Holdings I L.L.C. may be deemed to share beneficial ownership of the Common Stock held of record by Blackstone / GSO Capital Solutions Overseas Master Fund L.P.
  - (4) GSO Capital Partners LP is the investment manager of each of the GSO Funds. GSO Advisor Holdings L.L.C. is the general partner of GSO Capital Partners LP.
  - (5) Blackstone Holdings I L.P. is a managing member of GSO Holdings I L.L.C. and the sole member of GSO Advisor Holdings L.L.C., and in such capacities may be deemed to share beneficial ownership of the Common Stock beneficially held by each of GSO Holdings I L.L.C. and GSO Advisor Holdings L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by The Blackstone Group L.P.
  - (6) Stephen A. Schwarzman is the founding member of Blackstone Group Management L.L.C., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by Blackstone Group Management L.L.C. In addition, each of Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover may be deemed to have shared voting power and/or investment control with respect to the Common Stock held by the GSO Funds.
  - (7) 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. Each of the Reporting Persons,

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other than the GSO Funds as to their direct holdings of Common Stock, disclaims beneficial ownership of the securities held by the GSO Funds 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 the GSO Funds as to their direct holdings of Common Stock, 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 of the Securities Exchange Act of 1934 or for any other purpose.

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**Remarks:**

Due to the limitations of the electronic filing system, Blackstone Holdings I L.P., Blackstone Holding

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.