

SeaWorld Entertainment, Inc.
 Form 4
 April 25, 2013

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 *
 SW Cayman L.P.

2. Issuer Name and Ticker or Trading Symbol
 SeaWorld Entertainment, Inc.
 [SEAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O THE BLACKSTONE GROUP
 L.P., 345 PARK AVENUE

04/24/2013

(Street)

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

NEW YORK, NY 10154

(City) (State) (Zip)

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 | | |
| Common Stock | 04/24/2013 | | S | 15,550,664 | D | \$ 25.38 (1) | 45,906,268 | I | See Footnotes (1) (2) (3) (13) (14) (15) (16) (17) |
| Common Stock | 04/24/2013 | | S | 485,394 | D | \$ 25.38 (1) | 1,432,904 | I | See Footnotes (1) (2) (4) (13) (14) (15) (16) (17) |
| | 04/24/2013 | | S | 545,910 | D | | 1,611,551 | I | |

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| | | | | | | | | |
|--------------|------------|---|---------|---|---------------------------|-----------|---|--|
| Common Stock | | | | | \$ 25.38 <u>(1)</u> | | | See Footnotes <u>(1) (2) (5)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 498,058 | D | \$ 25.38 <u>(1)</u> | 1,470,291 | I | See Footnotes <u>(1) (2) (6)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 178,931 | D | \$ 25.38 <u>(1)</u> | 528,213 | I | See Footnotes <u>(1) (2) (7)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 560,746 | D | \$ 25.38 <u>(1)</u> | 1,655,347 | I | See Footnotes <u>(1) (2) (8)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 438,240 | D | \$ 25.38 <u>(1)</u> | 1,293,705 | I | See Footnotes <u>(1) (2) (9)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 667,462 | D | \$ 25.38 <u>(1)</u> | 1,970,378 | I | See Footnotes <u>(1) (2) (10)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 730,946 | D | \$ 25.38 <u>(1)</u> | 2,157,788 | I | See Footnotes <u>(1) (2) (11)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |
| Common Stock | 04/24/2013 | S | 243,649 | D | \$ 25.38 <u>(1)</u> | 719,263 | I | See Footnotes <u>(1) (2) (12)</u> <u>(13) (14) (15)</u> <u>(16) (17)</u> |

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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SW Cayman L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Cayman A L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Cayman B L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Cayman C L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Delaware D L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| SW Cayman E L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |

| | |
|--|---|
| SW Cayman F L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | X |
| SW Cayman Co-Invest L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | X |
| SW Cayman (GS) L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | X |
| SW Cayman (GSO) L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | X |

Signatures

| | |
|--|------------|
| SW CAYMAN L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| __Signature of Reporting Person | Date |
| SW CAYMAN A L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| __Signature of Reporting Person | Date |
| SW CAYMAN B L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| __Signature of Reporting Person | Date |
| SW CAYMAN C L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| __Signature of Reporting Person | Date |
| SW DELAWARE D L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| __Signature of Reporting Person | Date |
| SW CAYMAN E L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| __Signature of Reporting Person | Date |
| SW CAYMAN F L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| SW CAYMAN CO-INVEST L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| <u>Signature of Reporting Person</u> | Date |
| SW CAYMAN (GS) L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| <u>Signature of Reporting Person</u> | Date |
| SW CAYMAN (GSO) L.P.; By: SW Cayman Limited, its general partner; By: Blackstone Capital Partners (Cayman III) V L.P., its general partner; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 04/25/2013 |
| <u>Signature of Reporting Person</u> | 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) This amount represents the \$27.00 initial public offering price per share of Common Stock, par value \$0.01 per share ("Common Stock"), of SeaWorld Entertainment, Inc. (the "Issuer"), less the underwriting discount of \$1.62 per share of Common Stock.
- (2) These shares represent Common Stock that is directly held by the Partnerships (as defined below).
- (3) These securities are directly held by SW Cayman L.P. ("SWC").
- (4) These securities are directly held by SW Cayman A L.P. ("SWCA").
- (5) These securities are directly held by SW Cayman B L.P. ("SWCB").
- (6) These securities are directly held by SW Cayman C L.P. ("SWCC").
- (7) These securities are directly held by SW Delaware D L.P. ("SWDD").
- (8) These securities are directly held by SW Cayman E L.P. ("SWCE").
- (9) These securities are directly held by SW Cayman F L.P. ("SWCF").
- (10) These securities are directly held by SW Cayman Co-Invest L.P. ("SWCCI").
- (11) These securities are directly held by SW Cayman (GS) L.P. ("SWCGS").
- (12) These securities are directly held by SW Cayman (GSO) L.P. (together with SWC, SWCA, SWCB, SWCC, SWDD, SWCE, SWCF, SWCCI and SWCGS, the "Partnerships").
- (13) Under the terms of the partnership agreements of the Partnerships, the general partner determines any voting and dispositions decisions with respect to the shares of Common Stock held by the Partnerships. In certain circumstances, Blackstone and certain co-investors in the Partnerships are permitted to surrender their interests in the Partnerships to the Partnerships and receive shares of Common Stock held by the Partnerships.
- The general partner of each of the Partnerships is SW Cayman Limited. SW Cayman Limited is wholly owned by Blackstone Capital Partners (Cayman III) V L.P. The general partner of Blackstone Capital Partners (Cayman III) V L.P. is Blackstone Management Associates (Cayman) V L.P. The general partner of Blackstone Management Associates (Cayman) V L.P. is BCP V GP L.L.C. The sole member of BCP V GP L.L.C. is Blackstone Holdings III L.P. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P.
- (14) 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. As a result of his control of Blackstone Group Management L.L.C., Mr. Schwarzman may be deemed to have voting and investment power with respect to the shares held by the Partnerships.
- (15)
- (16)

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Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships to the extent of their direct holdings) disclaims beneficial ownership of such shares, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

- (17) Due to the limitations of the Securities and Exchange Commission's EDGAR system, SW Cayman Limited, Blackstone Capital Partners (Cayman III) V L.P., Blackstone Management Associates (Cayman) V L.P., BCP V GP L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman have filed a separate Form 4.

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.