

SCHWARZMAN STEPHEN A
 Form 3
 May 25, 2011

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 Management Associates (Cayman) V L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</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>05/25/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Freescale Semiconductor Holdings I, Ltd. [FSL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><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 Shares	196,136,895	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
			Title				
Warrant	Â (2)	Â (2)	Common Shares	9,534,587	\$ 36.12	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
BCP V GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â X	Â X	Â	Â

Signatures

/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Management Associates (Cayman) V L.P.

05/25/2011

**Signature of Reporting Person

Date

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/s/ Stephen A. Schwarzman	05/23/2011
__Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for BCP V GP LLC	05/25/2011
__Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Family GP LLC	05/25/2011
__Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Holdings III L.P.	05/25/2011
__Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for The Blackstone Group L.P.	05/25/2011
__Signature of Reporting Person	Date
/s/ Robert C. Friedman, as Authorized Signatory for Blackstone Group Management L.L.C.	05/25/2011
__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).
 These securities may be deemed to be beneficially owned by the Reporting Persons via entities that are directly or indirectly controlled by the Reporting Persons and which in the aggregate hold (1) 3,395,055 Class A limited partnership interests in Freescale Holdings L.P., the direct holder of the reported securities, and (2) interests in Freescale Holdings GP, Ltd., the general partner of Freescale Holdings L.P. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (1) On December 1, 2006, the Issuer issued and granted to Freescale Holdings L.P., pursuant to a warrant agreement (the "Warrant"), subject to customary anti-dilution adjustment pursuant to the terms of the Warrant and certain other adjustments as described therein, the right to purchase 9,534,587 shares of Common Shares of the Issuer, exercisable immediately.
- (2)

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Remarks:

EachÂ ReportingÂ PersonÂ isÂ filingÂ thisÂ statementÂ asÂ aÂ directorÂ becauseÂ ChinhÂ E.Â Chu,Â aÂ SeniorÂ Mana

TheÂ filingÂ ofÂ thisÂ statementÂ shallÂ notÂ beÂ deemedÂ toÂ beÂ anÂ admissionÂ that,Â forÂ purposesÂ ofÂ Section

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.