

SCHWARZMAN STEPHEN A
 Form 3
 July 28, 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)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Blackstone Holdings III GP L.P. | | | (Month/Day/Year) | FS Energy & Power Fund [NONE] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O THE BLACKSTONE GROUP L.P.,Â 345 PARK AVENUE | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK,Â NYÂ 10154 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | ___ Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> 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 Shares of Beneficial Interest | 277,777.778 | 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) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) | (Instr. 4) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|------------|
| | | | | | | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP 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 | ^ | ^ |
| Blackstone Group Management L.L.C. C/O THE 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

Blackstone Holdings III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Authorized Person 07/28/2011

__Signature of Reporting Person Date

Blackstone Holdings III G.P. L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Authorized Person 07/28/2011

__Signature of Reporting Person Date

Blackstone Holdings III GP Management L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Authorized Person 07/28/2011

__Signature of Reporting Person Date

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The Blackstone Group L.P. , By: Blackstone Group Management L.L.C., its general partner,
By: /s/ John G. Finley, Name: John G. Finley, Title: Authorized Person 07/28/2011

__Signature of Reporting Person Date

Blackstone Group Management L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title:
Authorized Person 07/28/2011

__Signature of Reporting Person Date

Stephen A. Schwarzman, /s/ Stephen A, Schwarzman, Name: Stephen A. Schwarzman 07/28/2011

__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 common shares of beneficial interest, par value \$0.001 per share, of FS Energy and Power Fund are held by Blackstone Holdings III L.P. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. 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 controlled by Mr. Stephen A. Schwarzman, its founder.

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Remarks:

EachÂ ofÂ theÂ ReportingÂ PersonsÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ securitiesÂ reportedÂ herein,Â exceptÂ Person'sÂ pecuniaryÂ interestÂ therein.Â TheÂ filingÂ ofÂ thisÂ statementÂ shallÂ notÂ beÂ deemedÂ toÂ beÂ anÂ admi
16Â ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934Â orÂ otherwise,Â theÂ ReportingÂ PersonsÂ areÂ theÂ beneficialÂ
herein.

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.