

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 <b>and</b> 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 <sup>(1)</sup>

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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.

Remarks:

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except a Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission under the Securities Exchange Act of 1934 or otherwise, that the Reporting Persons are the beneficial owners of the securities reported 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.