

SCHWARZMAN STEPHEN A
 Form 3
 March 27, 2013

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 * Â Blackstone Holdings III L.P. (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE (Street) NEW YORK, Â NY Â 10154 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/27/2013 | 3. Issuer Name and Ticker or Trading Symbol Pinnacle Foods Inc. [PF] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> 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 Stock | 44,445,073 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 2,627,010 | I | See Footnotes <u>(1)</u> <u>(3)</u> <u>(7)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 286,787 | I | See Footnotes <u>(1)</u> <u>(4)</u> <u>(7)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 1,388,957 | I | See Footnotes <u>(1)</u> <u>(5)</u> <u>(7)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 107,473 | I | See Footnotes <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 14,910,958 | I | See Footnotes <u>(1)</u> <u>(8)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 12,989,374 | I | See Footnotes <u>(1)</u> <u>(9)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 1,649,101 | I | See Footnotes <u>(1)</u> <u>(10)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 403,079 | I | See Footnotes <u>(1)</u> <u>(11)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |

| | | | |
|--------------|---------|---|---|
| Common Stock | 663,719 | I | See Footnotes <u>(1)</u> <u>(12)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |
| Common Stock | 52,619 | I | See Footnotes <u>(1)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> |

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 (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 Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BMA V L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BCP V Side-by-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BCP V GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |

BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner;
By: /s/ John G. Finley; Title: Chief Legal Officer

03/27/2013

**Signature of Reporting Person

Date

STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman

03/27/2013

**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) These shares represent shares of common stock, par value \$0.01 per share ("Common Stock") of Pinnacle Foods Inc. (the "Issuer") that are directly held by Peak Holdings LLC ("Peak"). It is expected that Peak will be dissolved upon the completion of the initial public offering of the Issuer, at which point these shares of Common Stock will be held directly by the Blackstone Funds (as defined below).

(2) These securities are held by Blackstone Capital Partners V L.P. ("BCP V") through its holdings of Peak.

(3) These securities are held by Blackstone Capital Partners V-AC L.P. ("BCP V-AC") through its holdings of Peak.

(4) These securities are held by Blackstone Family Investment Partnership V L.P. ("Family") through its holdings of Peak.

(5) These securities are held by Blackstone Family Investment Partnership V-SMD L.P. ("Family-SMD") through its holdings of Peak.

(6) These securities are held by Blackstone Participation Partnership V L.P. ("Participation") through its holdings of Peak.

(7) The general partner of BCP V and BCP V-AC is Blackstone Management Associates V L.L.C. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C. The general partner of Family and Participation is BCP V Side-By-Side GP L.L.C. Blackstone Holdings III L.P. is the managing member and the owner of a majority in interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C.

(8) These securities are held by Blackstone Capital Partners (Cayman) V L.P. ("BCP V Cayman") through its holdings of Peak.

(9) These securities are held by Blackstone Capital Partners (Cayman) V- A L.P. ("BCP V Cayman-A") through its holdings of Peak.

(10) These securities are held by Blackstone Capital Partners (Cayman) V- AC L.P. ("BCP V-AC Cayman") through its holdings of Peak.

(11) These securities are held by Blackstone Family Investment Partnership (Cayman) V L.P. ("Family Cayman") through its holdings of Peak.

(12) These securities are held by Blackstone Family Investment Partnership (Cayman) V- SMD L.P. ("Family Cayman SMD") through its holdings of Peak.

(13) These securities are held by Blackstone Participation Partnership (Cayman) V L.P. ("Participation Cayman", together with BCP V, BCP V-AC, Family, Family-SMD, Participation, BCP V Cayman, BCP V Cayman-A, BCP V-AC Cayman, Family Cayman and Family Cayman SMD, the "Blackstone Funds") through its holdings of Peak.

(14) Blackstone Management Associates (Cayman) V, L.P. is the general partner of BCP V Cayman, BCP V Cayman-A and BCP V-AC Cayman. BCP V GP L.L.C. is a general partner and majority in interest owner of Blackstone Management Associates (Cayman) V, L.P. and the general partner of Family Cayman and Participation Cayman. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C.

(15) 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 wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of each of Family-SMD and Family Cayman SMD is Blackstone Family GP L.L.C. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

(16) Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each (other than the Blackstone Funds 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, Peak, BCP V, BCP V-AC, Family, Family-SMD, Participation, BCP V Cayman, BCP V Cayman-A, BCP V-AC Cayman, Family Cayman, Family Cayman SMD, Participation Cayman, Blackstone Management Associates (Cayman) V, L.P. and Blackstone Management Associates V L.L.C. have filed separate Form 3s.

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