BankUnited, Inc. Form SC 13G/A February 14, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 2)\*

# BankUnited, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

06652K103

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

"Rule 13d-1(b)			
"Rule 13d-1(c)			
x Rule 13d-1(d)			

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP	No. 06652K103	13G	Page 2 of 22 Pages
1.	Name of Reporting P	ersons:	
2.	Blackstone Capita Check the Appropriat (a) " (b) x	al Partners V L.P. se Box if a Member of a Group	
3.	SEC Use Only		
4.	Citizenship or Place of	of Organization:	
	Delaware 5. Sole Vo	ting Power:	
SH		21,374* Voting Power:	
	NED BY 0  ACH 7. Sole Dis	spositive Power:	
PE		21,374* Dispositive Power:	
9.	0 Aggregate Amount B	eneficially Owned by Each Reporting Person:	
10.	2,621,374* Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instruction	ons)
11.	Percent of Class Rep	resented by Amount in Row (9):	

2.6%*	
Type of Reportir	ng Person (See Instructions):

PN

12.

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Capital Partners V L.P. beneficially owned 4,227,943 shares of Common Stock or 4.2% of the Common Stock outstanding.

CUSIP	No. 06652K103	13G	Page 3 of 22 Pages
1.	Name of Report	ng Persons:	
2.	Blackstone C Check the Appr (a) " (b) x	apital Partners V-AC L.P. priate Box if a Member of a Group	
3.	SEC Use Only		
4.	Citizenship or P	ace of Organization:	
	Delaware 5. So	e Voting Power:	
SH	BER OF  ARES 6. Sh	819,699* ured Voting Power:	
	NED BY 7. So	0 e Dispositive Power:	
PE	ORTING RSON 8. Sh VITH	819,699* ured Dispositive Power:	
9.	Aggregate Amo	Ount Beneficially Owned by Each Reporting Person:	
10.	819,699* Check Box if th	Aggregate Amount in Row (9) Excludes Certain Shares (S	See Instructions)
11.	Percent of Class	Represented by Amount in Row (9):	

0.8%\*

12. Type of Reporting Person (See Instructions):

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Capital Partners V-AC L.P. beneficially owned 1,322,070 shares of Common Stock or 1.3% of the Common Stock outstanding.

CUSIP	No. 06652K103		13G	Page 4 of 22 Pages
1.	Name of Rep	orting Persons:		
2.		Family Investment Partnership propriate Box if a Member of a Group x		
3.	SEC Use Onl	y		
4.	Citizenship o	Place of Organization:		
	Delawar 5.	e Sole Voting Power:		
SH	BER OF  ARES 6.  FICIALLY	4,579* Shared Voting Power:		
	NED BY 7.	0 Sole Dispositive Power:		
PEI	ORTING RSON 8.	4,579* Shared Dispositive Power:		
9.	Aggregate A	0 nount Beneficially Owned by Each Ro	eporting Person:	
10.	4,579* Check Box if	the Aggregate Amount in Row (9) Ex	ccludes Certain Shares (See Instruc	ctions)
11.	Percent of Cl	ass Represented by Amount in Row (9	<b>)</b> ):	

0.005%\*

12. Type of Reporting Person (See Instructions):

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Family Investment Partnership V L.P. beneficially owned 7,386 shares of Common Stock or 0.007% of the Common Stock outstanding.

CUSIP	No. 06652K103	13G	Page 5 of 22 Pages
1.	Name of Reportin	g Persons:	
2.		rticipation Partnership V L.P. riate Box if a Member of a Group	
3.	SEC Use Only		
4.	Citizenship or Pla	ce of Organization:	
	Delaware 5. Sole	Voting Power:	
SH		,662* ed Voting Power:	
	NED BY 0 ACH 7. Sole	Dispositive Power:	
PE		,662* ed Dispositive Power:	
9.	0 Aggregate Amoun	nt Beneficially Owned by Each Reporting Person:	
10.	2,662* Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent of Class F	Represented by Amount in Row (9):	

0.003%\*

12. Type of Reporting Person (See Instructions):

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Participation Partnership V L.P. beneficially owned 4,293 shares of Common Stock or 0.004% of the Common Stock outstanding.

CUSIP	No. 06652K103	13G	Page 6 of 22 Pages
1.	Name of Reporting Pe	rsons:	
2.	Blackstone Manag Check the Appropriate (a) " (b) x	rement Associates V L.L.C.  Box if a Member of a Group	
3.	SEC Use Only		
4.	Citizenship or Place of	Organization:	
	Delaware 5. Sole Vot	ng Power:	
SH	BER OF  3,44  ARES 6. Shared V	1,073* oting Power:	
	NED BY 0  ACH 7. Sole Disp	positive Power:	
PE		1,073* rispositive Power:	
9.	0 Aggregate Amount Be	neficially Owned by Each Reporting Person:	
10.	3,441,073* Check Box if the Aggr	regate Amount in Row (9) Excludes Certain Shares (See Instruc	ctions)
11.	 Percent of Class Repre	esented by Amount in Row (9):	

3.4%\*

12. Type of Reporting Person (See Instructions):

OO

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Management Associates V L.L.C. beneficially owned 5,550,013 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP I	No. 06652K10	3	13G	Page 7 of 22 Pages
1.	Name of Re	porting Persons:		
2.		.L.C. ppropriate Box if a Member of a Group		
3.	SEC Use O	ly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
	BER OF ARES 6.	3,441,073* Shared Voting Power:		
OWN	ICIALLY ED BY ACH 7.	0 Sole Dispositive Power:		
PER	RSON 8. ITH	3,441,073* Shared Dispositive Power:		
9.	Aggregate A	() mount Beneficially Owned by Each Reporti	ing Person:	
10.	3,441,0 Check Box	73* f the Aggregate Amount in Row (9) Exclude	es Certain Shares (See Instruction	is)

11.

Percent of Class Represented by Amount in Row (9):

3.4%\*

12. Type of Reporting Person (See Instructions):

OO

<sup>\*</sup> As of the date hereof. As of December 31, 2013, BMA V L.L.C. beneficially owned 5,550,013 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP	No. 06652K10	3	13G	Page 8 of 22 Pages
1.	Name of Re	porting Persons:		
2.	Check the A	de-by-Side GP L.L.C. ppropriate Box if a Member of	`a Group	
3.	SEC Use Or	ıly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
SH	BER OF  ARES 6. FICIALLY	7,241* Shared Voting Power:		
	NED BY 7.	0 Sole Dispositive Power:		
PEI	ORTING RSON 8.	7,241* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned by	Each Reporting Person:	
10.	7,241* Check Box	f the Aggregate Amount in Ro	w (9) Excludes Certain Shares (See Instructions)	
11.	Percent of C	lass Represented by Amount in	n Row (9):	

Percent of Class Represented by Amount in Row (9):

0.007%\*

12. Type of Reporting Person (See Instructions):

OO

<sup>\*</sup> As of the date hereof. As of December 31, 2013, BCP V Side-by-Side GP L.L.C. beneficially owned 11,679 shares of Common Stock or 0.01% of the Common Stock outstanding.

CUSIP I	No. 06652K10	3	13G	Page 9 of 22 Pages
1.	Name of Re	porting Persons:		
2.		e Holdings III L.P. ppropriate Box if a Member of a Group	p	
3.	SEC Use Or	ly		
4.	Citizenship	or Place of Organization:		
	Quebec 5.	, Canada Sole Voting Power:		
SHA	BER OF  ARES 6.  ICIALLY	3,448,314* Shared Voting Power:		
	ED BY 7.	0 Sole Dispositive Power:		
PER	RTING RSON 8. ITH	3,448,314* Shared Dispositive Power:		
9.	Aggregate A	0 mount Beneficially Owned by Each R	eporting Person:	
10.	3,448,3 Check Box	14* f the Aggregate Amount in Row (9) Ex	xcludes Certain Shares (See Instru	ctions)
11.	Percent of C	lass Represented by Amount in Row (9	9):	

3	4	0%	*

12. Type of Reporting Person (See Instructions):

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Holdings III L.P. beneficially owned 5,561,692 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP	No. 06652K1	03	13G	Page 10 of 22 Pages
1.	Name of Re	eporting Persons:		
2.	Check the A	ne Holdings III GP L.P. Appropriate Box if a Member of	of a Group	
3.	SEC Use O	nly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	are Sole Voting Power:		
SHA	BER OF  ARES 6.  ICIALLY	3,448,314* Shared Voting Power:		
	TED BY 7.	0 Sole Dispositive Power:		
PEF	ORTING RSON 8. ITH	3,448,314* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned by	y Each Reporting Person:	
10.	3,448,3 Check Box		ow (9) Excludes Certain Shares (See Instructions)	)
11.	Percent of (	Class Represented by Amount i	in Row (9):	

Percent of Class Represented by Amount in Row (9):

2	1	%	*	
	.4	.~/(	) •••	

12. Type of Reporting Person (See Instructions):

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Holdings III GP L.P. beneficially owned 5,561,692 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP N	No. 06652K10	3	13G	Page 11 of 22 Pages
1.	Name of Re	porting Persons:		
2.	Check the A	e Holdings III GP Management L ppropriate Box if a Member of a Group	L.C.	
3.	SEC Use O	ıly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
NUMB SHA		3,448,314* Shared Voting Power:		
BENEFI OWNI EA	ED BY	0 Sole Dispositive Power:		
REPOI PER: WI	SON	3,448,314* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned by Each Rep	porting Person:	
10.	3,448,3 Check Box	14* f the Aggregate Amount in Row (9) Exc	ludes Certain Shares (See Instru	actions)

11.

Percent of Class Represented by Amount in Row (9):

3.4%\*

12. Type of Reporting Person (See Instructions):

OO

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Holdings III GP Management L.L.C. beneficially owned 5,561,692 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP 1	No. 06652K10	3	13G	Page 12 of 22 Pages
1.	Name of Re	porting Persons:		
2.	The Black Check the A	stone Group L.P. ppropriate Box if a Member of a Gr	oup	
3.	SEC Use Or	ly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
SHA	BER OF ARES 6.	3,448,314* Shared Voting Power:		
	ED BY 7.	0 Sole Dispositive Power:		
PER	RTING SON 8. ITH	3,448,314* Shared Dispositive Power:		
9.	Aggregate A	0 mount Beneficially Owned by Each	n Reporting Person:	
10.	3,448,3 Check Box		Excludes Certain Shares (See Instruct	tions)
11.	Percent of C	lass Represented by Amount in Rov	v (9):	

3.4%\*

12. Type of Reporting Person (See Instructions):

<sup>\*</sup> As of the date hereof. As of December 31, 2013, The Blackstone Group L.P. beneficially owned 5,561,692 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP	No. 06652K1	03	13G	Page 13 of 22 Pages
1.	Name of Re	eporting Persons:		
2.	Check the A	ne Group Management L. Appropriate Box if a Member of		
3.	SEC Use O	nly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	are Sole Voting Power:		
SHA	BER OF  ARES 6.	3,448,314* Shared Voting Power:		
	NED BY ACH 7.	0 Sole Dispositive Power:		
PEF	ORTING RSON 8.	3,448,314* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned b	y Each Reporting Person:	
10.	3,448,3 Check Box		ow (9) Excludes Certain Shares (See Instructions)	)
11.	Percent of (	Class Represented by Amount	in Row (9):	

Percent of Class Represented by Amount in Row (9):

3.4%\*

12. Type of Reporting Person (See Instructions):

OO

<sup>\*</sup> As of the date hereof. As of December 31, 2013, Blackstone Group Management L.L.C. beneficially owned 5,561,692 shares of Common Stock or 5.5% of the Common Stock outstanding.

CUSIP	No. 06652K103	13G	Page 14 of 22 Pages
1.	Name of Reporting Persons:		
2.	Stephen A. Schwarzman Check the Appropriate Box if a Mer  (a) " (b) x	nber of a Group	
3.	SEC Use Only		
4.	Citizenship or Place of Organization	ı:	
	United States 5. Sole Voting Power:		
SH	BER OF  3,448,314*  ARES 6. Shared Voting Power:		
	NED BY 0 7. Sole Dispositive Powe	r:	
PE	ORTING  RSON  3,448,314*  8. Shared Dispositive Portith	wer:	
9.	0 Aggregate Amount Beneficially Ow	rned by Each Reporting Person:	
10.	3,448,314* Check Box if the Aggregate Amoun	t in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent of Class Represented by An	nount in Row (9):	

3.4%\*

12. Type of Reporting Person (See Instructions):

IN

<sup>\*</sup> As of the date hereof. As of December 31, 2013 Mr. Schwarzman beneficially owned 5,561,692 shares of Common Stock or 5.5% of the Common Stock outstanding.

Item 1. (a). Name of Issuer

BankUnited, Inc. (the Company )

(b). Address of Issuer s Principal Executive Offices:

14817 Oak Lane, Miami Lakes, FL

Item 2 (a). Name of Person Filing

Item 2 (b). Address of Principal Business Office

Item 2 (c). Citizenship

(i) Blackstone Capital Partners V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ii) Blackstone Capital Partners V-AC L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iii) Blackstone Family Investment Partnership V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) Blackstone Participation Partnership V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) Blackstone Management Associates V L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vi) BMA V L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vii) BCP V Side-by-Side GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(viii) Blackstone Holdings III L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: Quebec, Canada

(ix) Blackstone Holdings III GP L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(x) Blackstone Holdings III GP Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xi) The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xii) Blackstone Group Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiii) Stephen A. Schwarzman

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

As of the date hereof, Blackstone Capital Partners V L.P. ( BCP V ) directly holds 2,621,374 shares of Common Stock (as defined below); Blackstone Capital Partners V-AC L.P. ( BCP V-AC ) directly holds 819,699 shares of Common Stock; Blackstone Family Investment Partnership V

L.P. ( Family ) directly holds 4,579 shares of Common Stock; and Blackstone Participation Partnership V L.P. ( Participation ) directly holds 2,662 shares of Common Stock.

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 interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P is 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.

Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such Common Stock.

#### Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.01 (the Common Stock )

#### Item 2 (e). CUSIP Number:

06652K103

## Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

#### Item 4. Ownership.

#### (a) Amount beneficially owned:

As of December 31, 2013, each of the Reporting Persons may be deemed to be the beneficial owner of the Common Stock listed on such Reporting Person s respective cover page.

#### (b) Percent of class:

The prospectus supplement of BankUnited, Inc. January 28, 2014, as filed with the Securities and Exchange Commission pursuant to Rule 424(b) on January 30, 2014, indicated that there were 101,013,014 outstanding shares of Common Stock as of December 31, 2013. Based on this number of outstanding shares of Common Stock, each

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of the Reporting Persons may be deemed to be the beneficial owner of the percentage of the total number of outstanding shares of Common Stock listed on such Reporting Person s respective cover page.

#### (c) Number of Shares as to which the Reporting Person has:

- (i) Sole power to vote or to direct the vote:
  - See Item 5 of the respective cover page.
- (ii) Shared power to vote or to direct the vote:
  - See Item 6 of the respective cover page.
- (iii) Sole power to dispose or to direct the disposition of:
  - See Item 7 of the respective cover page.
- (iv) Shared power to dispose or to direct the disposition of:
  - See Item 8 of the respective cover page.

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#### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

As of the date hereof none of the Reporting Persons is the beneficial owner of more than five percent of the Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

#### BLACKSTONE CAPITAL PARTNERS V L.P.

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### BLACKSTONE CAPITAL PARTNERS V-AC L.P.

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V L.P.

By: BCP V Side-by-Side GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE PARTICIPATION PARTNERSHIP V L.P.

By: BCP V Side-by-Side GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

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BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C.

By: BMA V L.L.C., its sole member

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BMA V L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BCP V SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

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: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP Management L.L.C., its

general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

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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: Chief Legal Officer

#### BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

#### STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman Name: Stephen A. Schwarzman