UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

FINANCE OF AMERICA COMPANIES INC.

(Name of Issuer

Class A Common Stock, par value \$0.0001 per share (Title of Class of Securities)

31738L107 (CUSIP Number)

John G. Finley Blackstone Inc. 345 Park Avenue New York, New York 10154 Tel: (212) 583-5000

with a copy to:
Joshua Ford Bonnie
William R. Golden III
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
Tel: (202) 636-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 8, 2022 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\S\S240.13d-1(e)$, $240.13d-1(f)$ or $240.13d-1(g)$, check the following box. \Box
Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule13d-7 for other parties to whom copies are to be sent.

* 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, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

1.	Names of Reporting Persons.				
	BTO Urban Holdings L.L.C.				
2.	Check the (a) ⊠	Appr (b) [opriate Box if a Member of a Group (See Instructions) □		
3.	SEC Use (Only			
4.	Source of OO	Funds	(See Instructions)		
5.		Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenshi	p or P	lace of Organization		
	Delaware	7.	Sole Voting Power		
N	umber of	,.	49,614,214		
	shares	8.	Shared Voting Power		
	neficially wned by each		0		
reporting		9.	Sole Dispositive Power		
person with:			49,614,214		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
	49,614,214				
12.					
13.	Percent of	Class	Represented by Amount in Row (11)		
	44.2%				
14.	Type of R	eporti	ng Person (See Instructions)		
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1.	Names of	Reno	rting Persons.	
1.	rvaines of	керо	Tung Fersons.	
	Blackstone Tactical Opportunities Fund – NQ L.P.			
	Check the Appropriate Box if a Member of a Group (See Instructions)			
2.	(a) ⊠	Appr (b)		
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	ana			
3.	SEC Use 0	Only		
4.	Source of	Funds	s (See Instructions)	
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5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshi	p or P	lace of Organization	
	Delaware			
		7.	Sole Voting Power	
N	umber of		49,614,214	
shares		8.	Shared Voting Power	
	neficially			
0	wned by		0	
	each	9.	Sole Dispositive Power	
reporting person				
with:			49,614,214	
	*******	10.	Shared Dispositive Power	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
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	49,614,21	4		
12.			gregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
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13.		Class	Represented by Amount in Row (11)	
		2.000		
	44.2%			
14.		enorti	ng Person (See Instructions)	
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1	Mamagaal	`D ama	rting Persons.		
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	Blackstone Tactical Opportunities Fund II – NQ L.P.				
2.	Check the	Appr	opriate Box if a Member of a Group (See Instructions)		
	(a) 🗵	(b) [
3.	SEC Use 0	Inly			
٥.	SEC OSC (Jilly			
4.	Source of	Funds	s (See Instructions)		
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5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	_	n or P	lace of Organization		
0.	Citizensiii	pori	ace of Organization		
	D 1				
	Delaware				
		7.	Sole Voting Power		
N	umber of		49,614,214		
shares		8.	Shared Voting Power		
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	eporting	٦.	Sole Dispositive Fower		
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	with:		49,614,214		
		10.	Shared Dispositive Power		
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
	49,614,21	4			
12.			gregate Amount in Row (11) Excludes Certain Shares (See Instructions)		
12.	CHECK II ti	nc Ag	gregate Amount in Now (11) Excitates Certain Shares (See instructions)		
13.		Class	Represented by Amount in Row (11)		
13.	1 CICCIII OI	Ciusa	respondence of random mixed (11)		
	44.007				
	44.2%				
14.	Type of R	eporti	ng Person (See Instructions)		
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1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund – A (RA) – NQ L.P.				
2.	Check the (a) ⊠	Approfile (b)	opriate Box if a Member of a Group (See Instructions) □		
3.	SEC Use	Only			
4.	Source of OO	Funds	s (See Instructions)		
5.		Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenshi	p or P	lace of Organization		
	Delaware				
		7.	Sole Voting Power		
N	umber of		49,614,214		
1N	shares	8.	Shared Voting Power		
beneficially		0.	Shared Forming 10000		
0	wned by				
each reporting		9.	Sole Dispositive Power		
	person				
	with:		49,614,214		
		10.	Shared Dispositive Power		
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
	49,614,21	4			
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.					
14.	44.2%	anort:	ng Person (See Instructions)		
14.	1 ype of K	еропп	ng i cison (see manucuons)		
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1.	Names of Reporting Persons. Blackstone Tactical Opportunities Fund – I – NQ L.P.			
2.			opriate Box if a Member of a Group (See Instructions)	
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3.	SEC Use 0	Only		
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4.	Source of	Funds	s (See Instructions)	
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5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshi	p or P	lace of Organization	
	Delaware			
		7.	Sole Voting Power	
N	umber of		49,614,214	
shares		8.	Shared Voting Power	
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	49,614,21	4		
12.	Check if the	he Ag	gregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
13.	Percent of	Class	Represented by Amount in Row (11)	
	44.2%			
14.		eporti	ng Person (See Instructions)	
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1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund – S – NQ L.P.				
2.	Check the	Appr	opriate Box if a Member of a Group (See Instructions)		
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3.	SEC Use 0	Only			
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4.	Source of	Funds	s (See Instructions)		
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5.	Check if I	Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenshi	p or P	lace of Organization		
	Delaware				
<u> </u>		7.	Sole Voting Power		
N	umber of		49,614,214		
l. o	shares	8.	Shared Voting Power		
beneficially owned by					
each reporting		9.	Sole Dispositive Power		
	person		49,614,214		
	with:	10.	Shared Dispositive Power		
11.	Aggregate	Amo	0 unt Beneficially Owned by Each Reporting Person		
12.	49,614,214 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
12.	Check II the Aggregate Amount in Now (11) Excludes Column Shares (See Historicis)				
13.	□ . Percent of Class Represented by Amount in Row (11)				
13.	reiceiii 01	Ciass	represented by Amount III Row (11)		
	44.2%				
14.	Type of R	eporti	ng Person (See Instructions)		
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1.	Names of	керо	rung Persons.
	Blackston	e Tact	ical Opportunities Fund – C – NQ L.P.
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3.	SEC Use 0	Only	
4.	Source of	Funds	s (See Instructions)
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5.		Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
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6.	_	n or P	lace of Organization
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	Delaware		
		7.	Sole Voting Power
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N	umber of		49,614,214
shares		8.	Shared Voting Power
beneficially		٠.	Samuel Compaction
o	wned by		
	each	9.	Sole Dispositive Power
reporting		٠.	
	person with:		49,614,214
	witti.	10.	Shared Dispositive Power
		10.	Shared Bisposia to Force
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person
	49,614,21	4	
12.	Check if the	he Ag	gregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of	Class	Represented by Amount in Row (11)
	44.2%		
14.	Type of R	eporti	ng Person (See Instructions)
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1.	Names of Reporting Persons.			
	Blackston	e Tacı	tical Opportunities Fund – L – NQ $L.P.$	
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3.	SEC Use	Only		
4.	Source of	Funds	s (See Instructions)	
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5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshi	p or P	lace of Organization	
	Delaware			
		7.	Sole Voting Power	
N	umber of		49,614,214	
shares beneficially owned by each		8.	Shared Voting Power	
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reporting		9.	Sole Dispositive Power	
person with:			49,614,214	
		10.	Shared Dispositive Power	
			0	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	49,614,21			
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
13.	Percent of Class Represented by Amount in Row (11)			
	44.2%			
14.	Type of R	eporti	ng Person (See Instructions)	
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1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund – O – NQ L.P.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
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3.	SEC Use 0	Only			
4.	Source of	Funds	s (See Instructions)		
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6.	Citizenshi	p or P	lace of Organization		
	Delaware				
		7.	Sole Voting Power		
N	umber of		49,614,214		
he	shares neficially	8.	Shared Voting Power		
owned by					
r	each eporting	9.	Sole Dispositive Power		
	person with:		49,614,214		
	with.	10.	Shared Dispositive Power		
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
	40 614 21	4			
12.	49,614,214 2. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	□ 3. Percent of Class Represented by Amount in Row (11)				
14.	44.2% Type of R	enorti	ng Person (See Instructions)		
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1.		_	rting Persons.
	Blackston	e Tact	ical Opportunities Fund – N – NQ L.P.
2.	Check the (a) ⊠	Appr (b)	opriate Box if a Member of a Group (See Instructions) □
3.	SEC Use 0	Only	
4.	Source of	Funds	s (See Instructions)
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5.		Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizenshi	p or P	lace of Organization
	Delaware		
		7.	Sole Voting Power
N	umber of		49,614,214
shares		8.	Shared Voting Power
	neficially	0.	Shared Forming 201101
0	wned by		0
each reporting		9.	Sole Dispositive Power
person			10 (14 21 4
	with:	1.0	49,614,214 Shared Dispositive Power
		10.	Shared Dispositive Power
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person
	49,614,21	4	
12.			gregate Amount in Row (11) Excludes Certain Shares (See Instructions)
12.	Check ii ti	ne Ag	gregate Amount in Row (11) Excludes Certain Shares (See instructions)
13.	Percent of	Class	Represented by Amount in Row (11)
	44.2%		
14.	Type of R	eporti	ng Person (See Instructions)
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1.	Names of Reporting Persons.			
	Blackston	e Tact	ical Opportunities Fund – U – NQ L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □			
3.	SEC Use	Only		
4.	Source of	Funds	s (See Instructions)	
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5.		Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshi	p or P	lace of Organization	
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		7.	Sole Voting Power	
N	umber of		49,614,214	
shares		8.	Shared Voting Power	
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0	wned by		0	
r	each eporting	9.	Sole Dispositive Power	
person				
	with:		49,614,214	
		10.	Shared Dispositive Power	
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	49,614,21			
12.	Check if t	he Ag	gregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
13.	Percent of	Class	Represented by Amount in Row (11)	
	44.2%			
14.	Type of R	eporti	ng Person (See Instructions)	
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1.	Names of Reporting Persons.					
	Blackstone Tactical Opportunities Fund II – C – NQ L.P.					
2.			opriate Box if a Member of a Group (See Instructions)			
	(a) ⊠ (b) □					
3.	SEC Use	Only				
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4.	Source of Funds (See Instructions)					
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5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenshi	p or P	lace of Organization			
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		7.	Sole Voting Power			
N	umber of		49,614,214			
shares		8.	Shared Voting Power			
beneficially owned by						
each			0			
reporting		9.	Sole Dispositive Power			
	person					
	with:		49,614,214			
		10.	Shared Dispositive Power			
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
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10	49,614,214 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
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	44.2%					
14.	Type of R	eporti	ng Person (See Instructions)			
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1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund $-T - NQ L.P.$				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) ⊠	(b)			
3.	SEC Use	Only			
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4.	Source of Funds (See Instructions)				
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5.		Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenshi	p or F	Place of Organization		
	Delaware				
		7.	Sole Voting Power		
N.T.	umber of		40.614.014		
IN	shares	8.	49,614,214 Shared Voting Power		
	beneficially		Shared voting rower		
o	owned by		0		
r	each reporting		Sole Dispositive Power		
	person		49,614,214		
	with:	10.	Shared Dispositive Power		
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
	49,614,214				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	Total of Case Represented by Amount in Now (11)				
	44.2%				
14.	Type of R	eporti	ng Person (See Instructions)		
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1.	Names of Reporting Persons.						
		BTAS NQ Holdings L.L.C.					
2.	Check the (a) ⊠	Appr (b)	opriate Box if a Member of a Group (See Instructions) □				
3.	SEC Use	Only					
4.		Funds	s (See Instructions)				
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5.	Check if I □	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
6.		n or D	Place of Organization				
0.	Delaware	рогі	lace of Organization				
	Bolaware	7.	Sole Voting Power				
N	umber of		49,614,214				
	shares	8.	Shared Voting Power				
beneficially							
owned by			0				
each reporting		9.	Sole Dispositive Power				
	person						
	with:		49,614,214				
		10.	Shared Dispositive Power				
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11.	Aggregate	Amo	ount Beneficially Owned by Each Reporting Person				
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10	49,614,214						
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
13.	Percent of Class Represented by Amount in Row (11)						
	44.2%						
14.	Type of R	eporti	ng Person (See Instructions)				
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1.	Names of Reporting Persons.					
	Blackstone Family Tactical Opportunities Investment Partnership SMD L.P.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☑ (b) □					
3.	SEC Use	Only				
4.	Source of OO	Funds	s (See Instructions)			
5.	Check if I	Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.		p or P	lace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	umber of		49,614,214			
	shares	8.	Shared Voting Power			
	neficially wned by					
r	each reporting		Sole Dispositive Power			
	person					
	with:	4.0	49,614,214			
		10.	Shared Dispositive Power			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
10	49,614,214					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	44.2%					
14.		enorti	ng Person (See Instructions)			
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1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Associates – NQ L.L.C.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □				
3.	SEC Use	Only			
4.	Source of OO	Funds	(See Instructions)		
5.		Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenshi	p or P	lace of Organization		
	Delaware	7.	Sole Voting Power		
N	umber of	7.	49,614,214		
	shares	8.	Shared Voting Power		
	eneficially wned by each		0		
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	person with:		49,614,214		
		10.	Shared Dispositive Power		
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11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
11.	1155105att		and Denotionary Control of Euron reporting Follow		
	49,614,214				
12.					
13.	Percent of	Class	Represented by Amount in Row (11)		
	44.2%				
14.	Type of R	eporti	ng Person (See Instructions)		
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	BTOA – NQ L.L.C.					
2.			opriate Box if a Member of a Group (See Instructions)			
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6.		n or P	lace of Organization			
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	Delaware					
		7.	Sole Voting Power			
N	umber of		49,614,214			
	shares	8.	Shared Voting Power			
	neficially wned by					
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reporting		9.	Sole Dispositive Power			
person						
	with:		49,614,214			
		10.	Shared Dispositive Power			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
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	49,614,21	4				
12.			gregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
	2. The second of					
13.	Percent of	Class	Represented by Amount in Row (11)			
	44.2%					
14.	Type of R	eporti	ng Person (See Instructions)			
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Blackstone Holdings II L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power beneficially owned by each reporting person with: 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) PN 14. Type of Reporting Person (See Instructions) PN	1.	Namas of	Done	outing Daysons			
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) □ 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware Number of shares beneficially owned by each reporting person with: 9. Sole Voting Power 49,899,026 8. Shared Voting Power 49,899,026 10. Shared Dispositive Power 9. Sole Dispositive Power 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)	1.	Names of Reporting Persons.					
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) □ 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware Number of shares beneficially owned by each reporting person with: 9. Sole Voting Power 49,899,026 8. Shared Voting Power 49,899,026 10. Shared Dispositive Power 9. Sole Dispositive Power 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)		Blackstone Holdings II L.P.					
(a) ⊠ (b) □ 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □ □ □ Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power 0 9. Sole Dispositive Power person with: 10. Shared Dispositive Power 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3%	2	Check the	Annr	onriate Box if a Member of a Group (See Instructions)			
3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power beneficially owned by each reporting person with: 9. Sole Dispositive Power 49,899,026 10. Shared Dispositive Power 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44,3%		(a) (B) (D)					
4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power each reporting person with: 9. Sole Dispositive Power 49,899,026 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44,3%		(-)	(-)				
4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power each reporting person with: 9. Sole Dispositive Power 49,899,026 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44,3%	3.	SEC Use	Only				
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware 7. Sole Voting Power			- ,				
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware	4.	Source of	Funds	s (See Instructions)			
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware							
6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power 49,899,026 8. Shared Voting Power each reporting person with: 49,899,026 10. Shared Dispositive Power 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)							
6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power outporting person with: 49,899,026 10. Shared Dispositive Power outporting 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)	5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power outporting person with: 49,899,026 10. Shared Dispositive Power outporting 49,899,026 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)							
Delaware 7. Sole Voting Power 49,899,026 8. Shared Voting Power 9. Sole Dispositive Power 49,899,026 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		_					
Number of shares beneficially owned by each reporting person with: 10. Shared Dispositive Power 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)	6.	Citizenshi	p or P	Place of Organization			
Number of shares beneficially owned by each reporting person with: 10. Shared Dispositive Power 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)		D.1					
Number of shares beneficially owned by each reporting person with: Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026		Delaware	7	Sala Vating Davier			
shares beneficially owned by each reporting person with: Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 10. Shared Dispositive Power 0			/.	Sole voting rower			
shares beneficially owned by each reporting person with: Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 10. Shared Dispositive Power 0	N	umber of		49 899 026			
beneficially owned by each reporting person with: 10			8.				
each reporting person with: 9. Sole Dispositive Power 49,899,026 10. Shared Dispositive Power 0 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)			٠.	Similar voting 10 mVi			
reporting person with: 9. Sole Dispositive Power 49,899,026 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)	0			0			
person with: 49,899,026 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)			9.	Sole Dispositive Power			
with: 49,899,026 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)							
11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)							
 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions) 			10.	Shared Dispositive Power			
 11. Aggregate Amount Beneficially Owned by Each Reporting Person 49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions) 							
49,899,026 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)							
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)	11.	Aggregate	Amo	ount Beneficially Owned by Each Reporting Person			
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)		40,000,00	,				
□ 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions)	12						
 13. Percent of Class Represented by Amount in Row (11) 44.3% 14. Type of Reporting Person (See Instructions) 	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
44.3% 14. Type of Reporting Person (See Instructions)							
44.3% 14. Type of Reporting Person (See Instructions)	13.						
14. Type of Reporting Person (See Instructions)							
PN	14.	Type of R	eporti	ng Person (See Instructions)			
PN							
		PN					

1.	Names of Reporting Persons.					
	BTAS Associates – NQ L.L.C.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □					
3.	SEC Use	Only				
٥.		•				
4.	Source of	Funds	s (See Instructions)			
	00					
5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenshi	p or P	lace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	umber of shares		49,614,214			
	neficially	8.	Shared Voting Power			
О	owned by each					
	reporting person		Sole Dispositive Power			
	with:		49,614,214			
		10.	Shared Dispositive Power			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
	49,614,214					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	44.2%					
14.	Type of R	eporti	ng Person (See Instructions)			
	00					

-	3.7					
1.	Names of Reporting Persons.					
	Blackstone Family GP L.L.C.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □					
3.	SEC Use 0	Only				
4.	Source of	Funds	s (See Instructions)			
	OO					
5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenshi	p or P	lace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	umber of		49,614,214			
	shares	8.	Shared Voting Power			
beneficially						
owned by each		9.	0			
r	reporting		Sole Dispositive Power			
	person		TO SELECT			
	with:		49,614,214			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
	40 (14 21					
	49,614,214					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	44.2%					
14.	Type of R	eporti	ng Person (See Instructions)			
	00					

1.	Names of Reporting Persons.					
	Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P.					
2.	Check the (a) ⊠	Approfile (b)	opriate Box if a Member of a Group (See Instructions) □			
3.	SEC Use	Only				
4.	Source of OO	Funds	s (See Instructions)			
5.		Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
٥.		15010	3. 2 cg a 1 1 0000 a 1 1 1 1 1 1 1 1 1 1 1 1 1			
6.	Citizenshi	p or P	lace of Organization			
	Delaware					
		7.	Sole Voting Power			
	1 6					
N	umber of shares	8.	284,812 Shared Voting Power			
be	neficially	8.	Snared voting Power			
owned by						
each		9.	Sole Dispositive Power			
	eporting person					
	with:		284,812			
		10.	Shared Dispositive Power			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
	284,812					
12.						
13.	Percent of Class Represented by Amount in Row (11)					
	0.50/					
14.	0.5% Type of Reporting Person (See Instructions)					
14.	1 ype of K	еропп	ng i cison (occ instructions)			
	PN					

1.	Names of Reporting Persons.					
	BTO-NQ Side-by-Side GP L.L.C.					
2.	Check the (a) ⊠	Appro (b)	opriate Box if a Member of a Group (See Instructions)			
3.	SEC Use	Only				
4.	Source of OO	Funds	s (See Instructions)			
5.		Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
5.						
6.	Citizenshi	p or P	lace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	umber of		284,812			
	shares	8.	Shared Voting Power			
	neficially wned by each	9.	0			
r	reporting		Sole Dispositive Power			
	person					
	with:		284,812			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
	284,812					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
1.4	0.5%		Demon (Con Instructions)			
14.	Type of R	eporti	ng Person (See Instructions)			
	OO					

1.	Names of Reporting Persons.					
	BTO Urban Holdings II L.P.					
2.	Check the (a) ⊠	Appro (b)	opriate Box if a Member of a Group (See Instructions)			
3.	SEC Use	Only				
4.	Source of	Funds	s (See Instructions)			
5.		Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenshi	p or P	lace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	umber of shares		21,716,405			
he	neficially	8.	Shared Voting Power			
owned by			0			
r	each reporting		Sole Dispositive Power			
	person					
	with:		21,716,405			
		10.	Shared Dispositive Power			
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person			
	21,716,405					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	34.7%					
14.		eporti	ng Person (See Instructions)			
-) F	r · ·				
	PN					

1.	Names of Reporting Persons.			
	Blackstone Tactical Opportunities Associates L.L.C.			
2.	Check the (a) ⊠	Appro (b)	opriate Box if a Member of a Group (See Instructions) □	
3.	SEC Use	Only		
4.	Source of OO	Funds	(See Instructions)	
5.		Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshi	p or P	lace of Organization	
	Delaware			
		7.	Sole Voting Power	
N	umber of		21,716,405	
shares beneficially		8.	Shared Voting Power	
owned by each			0	
r	eporting	9.	Sole Dispositive Power	
	person			
	with:		21,716,405	
		10.	Shared Dispositive Power	
			0	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	21,716,405			
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
13.	. Percent of Class Represented by Amount in Row (11)			
1.4	34.7%			
14.	Type of R	eporti	ng Person (See Instructions)	
	00			

- 1	NI (, D	r. D	
1.	Names of Reporting Persons.			
	BTOA L.L.C.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) ⊠	(b) [
	() —	(-)		
3.	SEC Use 0	21		
3.	SEC Use	Jilly		
4.	Source of	Funds	s (See Instructions)	
	OO			
5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	_	n or D	lace of Organization	
0.	Citizensiii	рогг	ace of Organization	
	Delaware			
		7.	Sole Voting Power	
N	Number of		21,716,405	
shares		8.	Shared Voting Power	
beneficially				
owned by			0	
each		9.	Sole Dispositive Power	
	eporting	9.	Sole Dispositive Fower	
	person			
	with:		21,716,405	
		10.	Shared Dispositive Power	
			0	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	21,716,40	5		
12.			gregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
12.	CHECK II ti	nc Ag	gregate Amount in Now (11) Excitates Certain Shares (See instructions)	
12				
13.	Percent of Class Represented by Amount in Row (11)			
	34.7%			
14.	Type of R	eporti	ng Person (See Instructions)	
	OO			

1.	Names of Reporting Persons.			
	Blackstone Holdings III L.P.			
2.	Check the (a) ⊠	Approfile (b)	opriate Box if a Member of a Group (See Instructions)	
3.	SEC Use	Only		
4.	Source of OO	Funds	(See Instructions)	
5.		Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
5.)13 C 10.	sare of Legal Froceduligs is required Faistain to feelis 2(a) of 2(c)	
6.	Citizenshi	p or P	lace of Organization	
	Quebec, C	anada		
		7.	Sole Voting Power	
N	umber of		21,716,405	
shares		8.	Shared Voting Power	
beneficially owned by			0	
	each	9.	Sole Dispositive Power	
	eporting person		***************************************	
	with:		21,716,405	
	*******	10.	Shared Dispositive Power	
			0	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	21,716,40	5		
12.				
13.	. Percent of Class Represented by Amount in Row (11)			
	24.70/			
14.	34.7%	anorti	ng Person (See Instructions)	
14.	1 ype of R	еропп	ng i cison (see instructions)	
	PN			

1.	Names of Reporting Persons.			
	Blackstone Holdings III GP L.P.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) ⊠	(b)		
3.	SEC Use	Only		
3.	SEC Use	Omy		
4.	Source of	Funds	s (See Instructions)	
	0.0			
5.	OO Chaalaif I	Visala	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
٥.	CHECK II I	JISCIO	sure of Legal Proceedings is Required Fulsdant to Items 2(u) of 2(e)	
6.	Citizenshi	p or F	lace of Organization	
	Delaware	7		
		7.	Sole Voting Power	
N	umber of		21,716,405	
	shares	8.	Shared Voting Power	
beneficially				
owned by each		9.	0	
	reporting		Sole Dispositive Power	
	person with:		21,716,405	
	WIIII:	10.	Shared Dispositive Power	
			0	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	21.717.405			
12.	21,716,405 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See instructions)			
13.	Percent of Class Represented by Amount in Row (11)			
	34.7%			
14.		enorti	ng Person (See Instructions)	
,	Type of responsing t stoom (over mondound)			
	PN			
	. <u></u>			

		_	. =
1.	Names of Reporting Persons.		
	Blackstone Holdings III GP Management L.L.C.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □		
3.	SEC Use 0	Only	
4.	Source of	Funds	s (See Instructions)
	00		
5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizenshi	n or P	lace of Organization
	Delaware		
		7.	Sole Voting Power
N	umber of		21,716,405
shares		8.	Shared Voting Power
beneficially			
owned by			
each reporting		9.	Sole Dispositive Power
	person		
with:			21,716,405
		10.	Shared Dispositive Power
			0
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person
	21,716,40		
12.	Check if the	ne Ag	gregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)		
	34.7%		
14.	Type of R	eporti	ng Person (See Instructions)
	00		
	OO		

		_	
1.	Names of Reporting Persons.		
	Blackstone Holdings I/II GP L.L.C.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) □		
3.	SEC Use (Only	
4.	Source of	Funds	s (See Instructions)
	00		
5.	Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizenshi	p or P	lace of Organization
	Delaware		
		7.	Sole Voting Power
N	umber of		49,899,026
shares beneficially		8.	Shared Voting Power
owned by each			0
reporting		9.	Sole Dispositive Power
person with:			49,899,026
		10.	Shared Dispositive Power
			0
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person
	49,899,026		
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		
13.	Percent of Class Represented by Amount in Row (11)		
1.4	44.3%		
14.	Type of Reporting Person (See Instructions)		
	00		

1.	Names of	Repo	rting Persons.	
	Blackstone Inc.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □			
	(a) 🖾	(0)		
3.	SEC Use	Only		
		- ,		
4.	Source of	Funds	s (See Instructions)	
5.	OO Chaalaif I	Via ala	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
3.	Check II I	JISCIO	sure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshi	p or P	lace of Organization	
	Delaware	7	Sole Voting Power	
		7.	Sole Voting Power	
Number of			71,615,431	
shares		8.	Shared Voting Power	
beneficially owned by				
each				
reporting		9.	Sole Dispositive Power	
person with:			71,615,431	
	witti.	10.	Shared Dispositive Power	
			·	
			0	
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	71,615,43	1		
12.				
	1 1 6 6 6 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
13.	Percent of Class Represented by Amount in Row (11)			
	(2.6)			
14.	63.6% Type of R	enorti	ng Person (See Instructions)	
17.	Type of Reporting Letson (See Instructions)			
	CO			

1.	Names of Reporting Persons.				
	Blackstone Group Management L.L.C.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □				
3.	SEC Use 0	Only			
4.	Source of	Funds	(See Instructions)		
	OO				
5.	Check if I	Disclos	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenshi	p or P	lace of Organization		
	Delaware				
		7.	Sole Voting Power		
Number of			71,615,431		
shares beneficially		8.	Shared Voting Power		
owned by each			0		
reporting		9.	Sole Dispositive Power		
	person with:		71,615,431		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person		
	71,615,431				
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	8. Percent of Class Represented by Amount in Row (11)				
	63.6%				
14.	Type of R	eporti	ng Person (See Instructions)		
	00				
	00				

1.	Names of Reporting Persons.			
	Stephen A. Schwarzman			
2.	Check the (a) ⊠	Appr (b)	opriate Box if a Member of a Group (See Instructions) □	
3.	SEC Use	Only		
4.	Source of OO	Funds	s (See Instructions)	
5.		Vicala	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
٥.	CHECK II I)ISCIO	sure of Legal Floreedings is Required Fursuant to Items 2(u) of 2(e)	
6.		n or P	lace of Organization	
		r		
	United Sta	ites		
		7.	Sole Voting Power	
N	umber of		71,615,431	
shares		8.	Shared Voting Power	
	neficially			
O	wned by each		0	
reporting		9.	Sole Dispositive Power	
	person			
	with:		71,615,431	
		10.	Shared Dispositive Power	
11				
11.	Aggregate	Amo	unt Beneficially Owned by Each Reporting Person	
	71 615 43	1		
12.	71,615,431 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
12.	CHECK II t	nc Ag	gregate Amount in Now (11) Excitates Certain Shares (See Instituctions)	
13.	Percent of	Class	Represented by Amount in Row (11)	
	63.6%			
14.	Type of R	eporti	ng Person (See Instructions)	
	IN			

This Amendment No. 3 ("Amendment No. 3") to Schedule 13D relates to the Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Finance of America Companies Inc., a Delaware corporation (the "Issuer"), and amends and supplements the initial statement on Schedule 13D filed on August 26, 2021 as amended by the Amendment No. 1 to the Schedule 13D filed on October 1, 2021, as amended by Amendment No. 2 to the Schedule 13D ("Amendment No. 2") filed on April 5, 2022 (as so amended, the "Schedule 13D"). Except as specifically amended by this Amendment No. 3, the Schedule 13D remains in full force and effect. The principal executive offices of the Issuer are located at 5830 Granite Parkway, Suite 400, Plano, Texas 75024. Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5(a)-(c) of the Schedule 13D is hereby amended and restated as follows:

(a) and (b) Calculations of the percentage of the shares of Class A Common Stock beneficially owned is based on 62,642,931 shares of Class A Common Stock outstanding as of August 5, 2022 as set forth in the Issuer's Quarterly Report on Form 10-Q filed by the Issuer on August 9, 2022, and takes into account any shares of Class A Common Stock underlying FoA Units held by each of the Reporting Persons, as applicable.

The aggregate number and percentage of the Class A Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

The Reporting Persons beneficially own an aggregate of 71,615,431 shares of Class A Common Stock, which represents 63.6% of the outstanding Class A Common Stock, as calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), based on the following: BTO Urban Holdings L.L.C. beneficially owns 49,614,214 shares of Class A Common Stock which would be received upon conversion of 49,614,214 FoA Units, Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. beneficially owns 284,812 shares of Class A Common Stock which would be received upon conversion of 284,812 FoA Units and BTO Urban Holdings II L.P. holds 21,716,405 shares of Class A Common Stock.

BTO Urban Holdings L.L.C. also holds 5,942,476 Earnout Rights, Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. also holds 34,112 Earnout Rights and BTO Urban Holdings II L.P. also holds 363,004 Earnout Rights.

BTO Urban Holdings L.L.C. is owned by the Blackstone Tactical Opportunities Funds, BTAS NQ Holdings L.L.C. and Blackstone Family Tactical Opportunities Investment Partnership SMD L.P.

The general partner of each of the Blackstone Tactical Opportunities Funds is Blackstone Tactical Opportunities Associates – NQ L.L.C. The sole member of Blackstone Tactical Opportunities Associates – NQ L.L.C. is BTOA – NQ L.L.C. The managing member of BTOA – NQ LLC is Blackstone Holdings II L.P. The managing member of BTAS NQ Holdings L.L.C. is BTAS Associates – NQ L.L.C. The managing member of BTAS Associates – NQ L.L.C. is Blackstone Holdings II L.P.

The general partner of Blackstone Family Tactical Opportunities Investment Partnership SMD L.P. 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.

The general partner of Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. is BTO-NQ Side-by-Side GP L.L.C. The sole member of BTO-NQ Side-by-Side GP L.L.C. is Blackstone Holdings II L.P.

The general partner of BTO Urban Holdings II L.P. is Blackstone Tactical Opportunities Associates L.L.C. The managing member of Blackstone Tactical Opportunities Associates L.L.C. is BTOA L.L.C. The managing member of BTOA L.L.C. is Blackstone Holdings III L.P. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. is Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C.

Blackstone Holdings I/II GP L.L.C. is the general partner of Blackstone Holdings II L.P. Blackstone Inc. is the sole member of each of Blackstone Holdings I/II GP L.L.C. and Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. 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.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Class A Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Class A Common Stock.

By virtue of the Stockholders Agreement (as defined below), the Reporting Persons and Brian Libman and his affiliates are deemed to be members of a group for purposes of Section 13(d) of the Exchange Act. Mr. Libman and his affiliates are filing a separate Schedule 13D to report the Class A Common Stock that they may be deemed to beneficially own. Collectively, the Reporting Persons and Mr. Libman and his affiliates may be deemed to beneficially own in the aggregate 143,752,791 shares of Class A Common Stock, representing 78.0% of the outstanding Class A Common Stock, calculated pursuant to Rule 13d-3 of the Exchange Act.

(c) Pursuant to the LTIP Award Settlement Agreement described in Item 6 to the Schedule 13D, certain equityholders of the Issuer and Finance of America Equity Capital LLC are obligated to deliver a number of shares of Class A Common Stock to the Issuer in connection with the settlement of awards of restricted stock units granted by the Issuer.

In connection with the Issuer's settlement of restricted stock units into shares of Class A Common Stock and pursuant to the LTIP Award Settlement Agreement, on August 8, 2022, BTO Urban Holdings L.L.C. delivered 222,591 shares of Class A Common Stock (which shares were received upon conversion of an equal number of FoA Units), Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. delivered 1,278 shares of Class A Common Stock (which shares were received upon conversion of an equal number of FoA Units) and BTO Urban Holdings II L.P. delivered 97,429 shares of Class A Common Stock, in each case to the Issuer.

SIGNATURES

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

Dated: August 10, 2022

BTO Urban Holdings L.L.C.

By: /s/ Menes Chee Name: Menes Chee Title: Manager

Blackstone Tactical Opportunities Fund – NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund II - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – A (RA) – NQ

L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - I - NQ L.P.

By: Blackstone Tactical Opportunities Associates – NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - S - NQ L.P.,

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - C - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – L – NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - O - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - N - NQ L.P.

By: Blackstone Tactical Opportunities Associates – NQ

L.L.C, its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – U – NQ L.L.C.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C., its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund II - C - NQ L.P.

By: Blackstone Tactical Opportunities Associates – NQ

L.L.C., its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – T – NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C., its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

BTAS NQ Holdings L.L.C.

By: BTAS Associates—NQ L.L.C., its managing member

By: BTOA-NQ L.L.C., its sole member

By: /s/ Christopher Striano

Name: Christopher Striano Title: Senior Managing Director

Blackstone Family Tactical Opportunities Investment Partnership SMD L.P.

By: Blackstone Family GP L.L.C., its general partner

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

$Blackstone \ Tactical \ Opportunities \ Associates-NQ$

L.L.C.

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

BTOA - NQ L.L.C.

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

Blackstone Holdings II L.P.

By: Blackstone Holdings I/II GP L.L.C., its general partner

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

BTAS Associates - NQ L.L.C.

By: BTOA-NQ L.L.C., its sole member

By: /s/ Christopher Striano Name: Christopher Striano Title: Senior Managing Director

Blackstone Family GP L.L.C.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P.

By: BTO-NQ Side-by-Side GP L.L.C.

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

BTO-NQ Side-by-Side GP L.L.C.

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

BTO Urban Holdings II L.P.

By: Blackstone Tactical Opportunities Associates LLC, its general partner

By: BTOA L.L.C., its managing member

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Associates LLC

By: BTOA L.L.C., its managing member

By: <u>/s/ Christopher J. James</u> Name: Christopher J. James Title: Chief Operating Officer

BTOA L.L.C.

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating 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/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Holdings III GP L.P.

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

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Holdings III GP Management L.L.C.

By: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Holdings I/II GP L.L.C.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Inc.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Group Management L.L.C.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Stephen A. Schwarzman

/s/ Stephen A. Schwarzman