

Extended Stay America, Inc.
Form 3
November 12, 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Blackstone Real Estate Associates VI-ESH L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/12/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Extended Stay America, Inc. [STAY]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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) |
|---|--|---|---|
| Paired Shares | 10,214,102 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 10,349,433 | I | See footnotes <u>(1)</u> <u>(3)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 3,451,734 | I | See footnotes <u>(1)</u> <u>(4)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 69,603 | I | See footnotes <u>(1)</u> <u>(5)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 6,569,209 | I | See footnotes <u>(1)</u> <u>(6)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 14,121,731 | I | See footnotes <u>(1)</u> <u>(7)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 10,765,860 | I | See footnotes <u>(1)</u> <u>(8)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Paired Shares | 169,920 | I | See footnotes <u>(1)</u> <u>(9)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 1,290 | I | See footnotes <u>(10)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |

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| | | | |
|---|-------|---|---|
| Series A Preferred Stock of Extended Stay America, Inc. | 1,307 | I | See footnotes <u>(11)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 436 | I | See footnotes <u>(12)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 9 | I | See footnotes <u>(13)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 829 | I | See footnotes <u>(14)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 1,783 | I | See footnotes <u>(15)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 1,359 | I | See footnotes <u>(16)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |
| Series A Preferred Stock of Extended Stay America, Inc. | 21 | I | See footnotes <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u> |

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 (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 Real Estate Associates VI-ESH L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BREP VI 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 |
| | Â | Â X | Â | Â |

BREA VI-ESH L.L.C.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III L.P.
 C/O THE BLACKSTONE GROUP L.P. ^ ^ X ^ ^
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP L.P.
 C/O THE BLACKSTONE GROUP L.P. ^ ^ X ^ ^
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.
 C/O THE BLACKSTONE GROUP L.P. ^ ^ X ^ ^
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Group L.P.
 345 PARK AVENUE ^ ^ X ^ ^
 NEW YORK, NY 10154

Blackstone Group Management L.L.C.
 C/O THE BLACKSTONE GROUP L.P. ^ ^ X ^ ^
 345 PARK AVENUE
 NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
 C/O THE BLACKSTONE GROUP L.P. ^ ^ X ^ ^
 345 PARK AVENUE
 NEW YORK, NY 10154

Signatures

Blackstone Real Estate Associates VI-ESH L.P.; By: BREA VI-ESH L.L.C., its General Partner; By: /s/ John G. Finley; Title: Chief Legal Officer 11/12/2013

**Signature of Reporting Person Date

BREP VI Side-by-Side GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 11/12/2013

**Signature of Reporting Person Date

BREA VI-ESH L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 11/12/2013

**Signature of Reporting Person Date

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; Title: Chief Legal Officer 11/12/2013

**Signature of Reporting Person Date

Blackstone Holdings III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its General Partner; By: /s/ John G. Finley; Title: Chief Legal Officer 11/12/2013

**Signature of Reporting Person Date

11/12/2013

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Blackstone Holdings III GP Management L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

__Signature of Reporting Person

Date

The Blackstone Group L.P.; By: Blackstone Group Management L.L.C., its General Partner;
By: /s/ John G. Finley; Title: Chief Legal Officer

11/12/2013

__Signature of Reporting Person

Date

Blackstone Group Management L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer

11/12/2013

__Signature of Reporting Person

Date

Stephen A. Schwarzman; /s/ Stephen A. Schwarzman

11/12/2013

__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) Each Paired Share is comprised of one share of common stock, par value \$0.01 per share, of Extended Stay America, Inc. and one share of Class B Common Stock, par value \$0.01 per share, of ESH Hospitality, Inc., which shares are paired and traded as a single unit. A Form 3 reflecting the holdings of Paired Shares by the Reporting Persons shown on this Form 3 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.

(2) These Paired Shares are directly held by Blackstone Real Estate Partners VI.A-ESH L.P.

(3) These Paired Shares are directly held by Blackstone Real Estate Partners VI.B-ESH L.P.

(4) These Paired Shares are directly held by Blackstone Real Estate Partners VI.C-ESH L.P.

(5) These Paired Shares are directly held by Blackstone Real Estate Partners (AIV) VI-ESH L.P.

(6) These Paired Shares are directly held by Blackstone Real Estate Partners VI.TE.1-ESH L.P.

(7) These Paired Shares are directly held by Blackstone Real Estate Partners VI.TE.2-ESH L.P.

(8) These Paired Shares are directly held by Blackstone Real Estate Partners VI.F-ESH L.P.

(9) These Paired Shares are directly held by Blackstone Real Estate Holdings VI L.P.

(10) These shares of voting Series A Preferred Stock of Extended Stay America, Inc. ("Preferred Stock") are directly held by Blackstone Real Estate Partners VI.A-ESH L.P.

(11) These shares of Preferred Stock are directly held by Blackstone Real Estate Partners VI.B-ESH L.P.

(12) These shares of Preferred Stock are directly held by Blackstone Real Estate Partners VI.C-ESH L.P.

(13) These shares of Preferred Stock are directly held by Blackstone Real Estate Partners (AIV) VI-ESH L.P.

(14) These shares of Preferred Stock are directly held by Blackstone Real Estate Partners VI.TE.1-ESH L.P.

(15) These shares of Preferred Stock are directly held by Blackstone Real Estate Partners VI.TE.2-ESH L.P.

(16) These shares of Preferred Stock are directly held by Blackstone Real Estate Partners VI.G-ESH L.P.

(17) These shares of Preferred Stock are directly held by Blackstone Real Estate Holdings VI L.P.

(18) The general partner of each of Blackstone Real Estate Partners VI.A-ESH L.P., Blackstone Real Estate Partners VI.B-ESH L.P., Blackstone Real Estate Partners VI.C-ESH L.P., Blackstone Real Estate Partners (AIV) VI-ESH L.P., Blackstone Real Estate Partners VI.TE.1-ESH L.P., Blackstone Real Estate Partners VI.TE.2-ESH L.P., Blackstone Real Estate Partners VI.F-ESH L.P. and Blackstone Real Estate Partners VI.G-ESH L.P. (together with Blackstone Real Estate Holdings VI L.P., collectively, the "Partnerships") is Blackstone Real Estate Associates VI-ESH L.P. The general partner of Blackstone Real Estate Holdings VI L.P. is BREP VI Side-by-Side GP L.L.C. (Continued in footnote 19)

(19) The general partner of Blackstone Real Estate Associates VI-ESH L.P. is BREA VI-ESH L.L.C. The managing member of BREA VI-ESH L.L.C. and sole member of BREP VI Side-by-Side GP 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. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The managing member of Blackstone Holdings III GP L.L.C. is The Blackstone Group L.P. The general partner

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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. (Continued in footnote 20)

- (20) Each of such Blackstone entities (other than the Partnerships to the extent of their direct holdings) and Mr. Schwarzman may be deemed to beneficially own the Paired Shares and shares of Preferred Stock beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such securities, 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.

- (21) Due to the limitations of the Securities and Exchange Commission's EDGAR system, Blackstone Real Estate Partners VI.A-ESH L.P., Blackstone Real Estate Partners VI.B-ESH L.P., Blackstone Real Estate Partners VI.C-ESH L.P., Blackstone Real Estate Partners (AIV) VI-ESH L.P., Blackstone Real Estate Partners VI.TE.1-ESH L.P., Blackstone Real Estate Partners VI.TE.2-ESH L.P., Blackstone Real Estate Partners VI.F-ESH L.P., Blackstone Real Estate Partners VI.G-ESH L.P., Blackstone Real Estate Holdings VI L.P. have filed a separate Form 3.

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.