

SARATOGA RESOURCES INC /TX
Form SC 13D
December 10, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

Saratoga Resources, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

803521103

(CUSIP Number)

Marisa Beeney

GSO Capital Partners LP

345 Park Avenue

New York, NY 10154

(212) 583-5000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 8, 2014

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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 (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).

1 NAMES OF REPORTING PERSONS**Blackstone / GSO Capital Solutions Fund LP****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS

WC

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 **7** SOLE VOTING POWERSHARES **0****8** SHARED VOTING POWER

BENEFICIALLY

3,578,781OWNED BY **9** SOLE DISPOSITIVE POWER
EACH**0**REPORTING **10** SHARED DISPOSITIVE POWERPERSON **3,578,781**

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**3,578,781****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**11.5%****14** TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS**Blackstone / GSO Capital Solutions Associates LLC****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****3,578,781****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **3,578,781****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**3,578,781****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**11.5%****14** TYPE OF REPORTING PERSON**OO (Limited Liability Company)**

1 NAMES OF REPORTING PERSONS**Blackstone / GSO Capital Solutions Overseas Master Fund L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS

WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF **7** SOLE VOTING POWERSHARES **0****8** SHARED VOTING POWER

BENEFICIALLY

1,221,219OWNED BY **9** SOLE DISPOSITIVE POWER
EACH**0**REPORTING **10** SHARED DISPOSITIVE POWERPERSON **1,221,219**

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**1,221,219****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**3.9%****14** TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS**Blackstone / GSO Capital Solutions Overseas Associates LLC****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****1,221,219****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **1,221,219****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**1,221,219****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**3.9%****14** TYPE OF REPORTING PERSON**OO (Limited Liability Company)**

1 NAMES OF REPORTING PERSONS**GSO Holdings I L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****4,800,000****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **4,800,000****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**4,800,000****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**15.5%****14** TYPE OF REPORTING PERSON**OO (Limited Liability Company)**

1 NAMES OF REPORTING PERSONS**Blackstone Holdings I L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****4,800,000****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **4,800,000****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**4,800,000****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**15.5%****14** TYPE OF REPORTING PERSON**PN**

1 NAMES OF REPORTING PERSONS**Blackstone Holdings I/II GP Inc.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****4,800,000****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **4,800,000****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**4,800,000****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**15.5%****14** TYPE OF REPORTING PERSON**CO**

1 NAMES OF REPORTING PERSONS**The Blackstone Group L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****4,800,000****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **4,800,000****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**4,800,000****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**15.5%****14** TYPE OF REPORTING PERSON**PN**

1 NAMES OF REPORTING PERSONS**Blackstone Group Management L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**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** **7** SOLE VOTING POWER**SHARES** **0****8** SHARED VOTING POWER**BENEFICIALLY****4,800,000****OWNED BY** **9** SOLE DISPOSITIVE POWER
EACH**0****REPORTING** **10** SHARED DISPOSITIVE POWER**PERSON** **4,800,000****WITH****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**4,800,000****12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**Not Applicable****13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**15.5%****14** TYPE OF REPORTING PERSON**OO (Limited Liability Company)**

1 NAMES OF REPORTING PERSONS**Stephen A. Schwarzman****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "**6** CITIZENSHIP OR PLACE OF ORGANIZATION**United States****NUMBER OF** **7** **SOLE VOTING POWER****SHARES****0****8** **SHARED VOTING POWER****BENEFICIALLY****4,800,000****OWNED BY** **9** **SOLE DISPOSITIVE POWER**
EACH**REPORTING****PERSON****WITH**