

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. x

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).

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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 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****PN**

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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**
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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 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****PN**

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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**
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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)**

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

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

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

(a) " (b) "

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

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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**
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1 NAMES OF REPORTING PERSONS**Bennett J. Goodman****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

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1 NAMES OF REPORTING PERSONS**J. Albert Smith III****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

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1 NAMES OF REPORTING PERSONS**Douglas I. Ostrover****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

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Item 1. Security and Issuer

This statement on Schedule 13D (Schedule 13D) relates to the common stock, par value \$0.001, (the Common Stock) of Saratoga Resources, Inc. (the Issuer), whose principal executive offices are located at 3 Riverway, Suite 1810, Houston Texas 77056.

Item 2. Identity and Background

This statement is being filed by the following persons (each a Reporting Person and, collectively, the Reporting Persons):

- (i) Blackstone / GSO Capital Solutions Fund LP, which is a Delaware limited partnership; and Blackstone / GSO Capital Solutions Overseas Master Fund L.P., which is a Cayman Islands limited partnership (collectively, the GSO Funds);
- (ii) Blackstone / GSO Capital Solutions Associates LLC, which is a Delaware limited liability company; Blackstone / GSO Capital Solutions Overseas Associates LLC, which is a Delaware limited liability company; and GSO Holdings I L.L.C., which is a Delaware limited liability company (collectively, the GSO Entities);
- (iii) Blackstone Holdings I L.P., which is a Delaware limited partnership; Blackstone Holdings I/II GP Inc., which is a Delaware corporation; The Blackstone Group L.P., which is a Delaware limited partnership; and Blackstone Group Management L.L.C., which is a Delaware limited liability company (collectively, the Blackstone Entities);
- (iv) Stephen A. Schwarzman, who is a United States citizen; and
- (v) Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover, each of whom is a United States citizen (collectively, the GSO Executives).

The principal business address of each of the GSO Entities and GSO Executives is c/o GSO Capital Partners LP, 345 Park Avenue, New York, NY 10154. The principal business address of each of the Blackstone Entities and Mr. Schwarzman is c/o The Blackstone Group, 345 Park Avenue, New York, NY 10154.

The principal business of the GSO Funds is investing in both public and private non-investment grade and non-rated securities, including leveraged loans, high yield bonds, distressed securities, second lien loans, mezzanine securities, equity securities, credit derivatives and other investments.

The principal business of each of the GSO Entities and the Blackstone Entities is directing the operations of, and serving as the respective general partner or managing member of, the entity for which it is general partner or managing member.

The principal occupation of Mr. Schwarzman is serving as an executive of Blackstone Group Management L.L.C. The principal occupation of each of the GSO Executives is serving as an executive of GSO Holdings I L.L.C. and GSO Capital Partners LP.

During the last five years, none of the Reporting Persons (i) have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

On July 12, 2011 Blackstone / GSO Capital Solutions Fund LP and Blackstone / GSO Capital Solutions Overseas Master Fund L.P. acquired 2,982,321 and 1,017,679 shares of Common Stock of the Issuer, respectively, for an aggregate purchase price of \$20,000,000. On May 24, 2012 Blackstone / GSO Capital Solutions Fund LP and Blackstone / GSO Capital Solutions Overseas Master Fund L.P. acquired 596,460 and 203,540 shares of Common Stock of the Issuer, respectively, for an aggregate purchase price of \$5,000,000. The source of funds for each of these purchases was the general working capital of the respective purchasers.

Item 4. Purpose of Transaction.

On December 8, 2014, the GSO Funds delivered a letter to the board of directors of the Issuer (the Proposal Letter) in which the GSO Funds offered to engage in discussions with management and the board of directors of the Issuer regarding strategic alternatives for the Issuer, including, but not limited to:

an amendment of the indentures governing the Issuer's 10.0% Senior Secured Notes due 2015 (the First Lien Notes) and/or 12 $\frac{1}{2}$ % Senior Secured Notes due 2016 (the Second Lien Notes);

an exchange of the Issuer's First Lien Notes and/or Second Lien Notes for equity securities of the Issuer;

a restructuring, reorganization or recapitalization transaction, which could include the purchase, redemption or exchange of some or all of the existing Common Stock of the Issuer or a refinancing of the Issuer's indebtedness;

a change of control or other extraordinary corporate transaction, such as a merger with, or sale to, a third party;

a change in the present board of directors or management of the Issuer; and

a combination of any of these proposals.

The foregoing description of the Proposal Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Proposal Letter filed as an exhibit to this Schedule 13D, and incorporated herein by reference.

The GSO Funds are the record holders of an aggregate of 4,800,000 shares of Common Stock of the Issuer. In addition, the GSO Funds hold an aggregate of \$36,400,000 in principal amount of the First Lien Notes and an aggregate of \$56,800,000 in principal amount of the Second Lien Notes. The purpose of the acquisition by the GSO Funds of the Common Stock, the First Lien Notes and the Second Lien Notes reported herein (collectively, the Securities) is for investment purposes.

Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire, retain or sell all or a portion of the Securities in the open market or in privately negotiated transactions. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, general market and economic conditions; ongoing evaluation of the Issuer's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities; and other future developments.

Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a)-(b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number and percentage of the shares of Common Stock outstanding beneficially owned by each of the Reporting Persons, as well as the number of shares of Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition of as of the date hereof, based on 30,986,601 shares of Common Stock outstanding as of November 14, 2014.

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Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or direct the vote	Shared power to vote or direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
Blackstone / GSO Capital Solutions Fund LP	3,578,781	11.5%	0	3,578,781	0	3,578,781
Blackstone / GSO Capital Solutions Associates LLC	3,578,781	11.5%	0	3,578,781	0	3,578,781
Blackstone / GSO Capital Solutions Overseas Master Fund L.P.	1,221,219	3.9%	0	1,221,219	0	1,221,219
Blackstone / GSO Capital Solutions Overseas Associates LLC	1,221,219	3.9%	0	1,221,219	0	1,221,219
GSO Holdings I L.L.C.	4,800,000	15.5%	0	4,800,000	0	4,800,000
Blackstone Holdings I L.P.	4,800,000	15.5%	0	4,800,000	0	4,800,000
Blackstone Holdings I/II GP Inc.	4,800,000	15.5%	0	4,800,000	0	4,800,000
The Blackstone Group L.P.	4,800,000	15.5%	0	4,800,000	0	4,800,000
Blackstone Group Management L.L.C.	4,800,000	15.5%	0	4,800,000	0	4,800,000
Stephen A. Schwarzman	4,800,000	15.5%	0	4,800,000	0	4,800,000
Bennett J. Goodman	4,800,000	15.5%	0	4,800,000	0	4,800,000
J. Albert Smith III	4,800,000	15.5%	0	4,800,000	0	4,800,000
Douglas I. Ostrover	4,800,000	15.5%	0	4,800,000	0	4,800,000

Blackstone / GSO Capital Solutions Fund LP and Blackstone / GSO Capital Solutions Overseas Master Fund L.P. are the record holders of 3,578,781 and 1,221,219 shares of Common Stock of the Issuer, respectively.

Blackstone / GSO Capital Solutions Associates LLC is the general partner of Blackstone / GSO Capital Solutions Fund LP. GSO Holdings I L.L.C. is the managing member of Blackstone / GSO Capital Solutions Associates LLC. Each of Blackstone / GSO Capital Solutions Associates LLC and GSO Holdings I L.L.C. may be deemed to share beneficial ownership of the Common Stock held of record by Blackstone / GSO Capital Solutions Fund LP

Blackstone / GSO Capital Solutions Overseas Associates LLC is the general partner of Blackstone / GSO Capital Solutions Overseas Master Fund L.P. GSO Holdings I L.L.C. is the managing member of Blackstone / GSO Capital Solutions Overseas Associates LLC. Each of Blackstone / GSO Capital Solutions Overseas Associates LLC and GSO Holdings I L.L.C. may be deemed to share beneficial ownership of the Common Stock held of record by Blackstone / GSO Capital Solutions Overseas Master Fund L.P.

GSO Capital Partners LP is the investment manager of each of the GSO Funds. GSO Advisor Holdings L.L.C. is the general partner of GSO Capital Partners LP.

Blackstone Holdings I L.P. is the sole member of each of GSO Holdings I L.L.C. and GSO Advisor Holdings L.L.C., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by each of GSO Holdings I L.L.C. and GSO Advisor Holdings L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by The Blackstone Group L.P. Stephen A. Schwarzman is the founding member of Blackstone Group Management L.L.C., and in such capacity may be deemed to share beneficial ownership of the Common Stock beneficially held by Blackstone Group Management L.L.C.

In addition, each of the GSO Executives may be deemed to have shared voting power and/or investment control with respect to the Common Stock held by the GSO Funds.

Each such Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by the GSO Funds directly or indirectly controlled by it or him, but neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the GSO Funds identified as directly holding shares of Common Stock) is the beneficial owner of 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 Common Stock and any assertion or presumption that it or he and the other persons on whose behalf this statement is filed constitute a group.

(c) None.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 4 above summarizes certain provisions of Proposal Letter and is incorporated herein by reference. A copy of the Proposal Letter is filed as an exhibit to this Schedule 13D and is incorporated herein by reference.

Except as set forth herein, none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

Exhibit Number	Description
1	Joint Filing Agreement
2	Letter dated December 8, 2014 from Blackstone / GSO Capital Solutions Fund LP and Blackstone / GSO Capital Solutions Overseas Master Fund L.P. to the Board of Directors of Saratoga Resources, Inc.
24.1	Power of Attorney - Bennett J. Goodman (incorporated by reference from the statement on Schedule 13G filed by the Reporting Persons on July 21, 2011).
24.2	Power of Attorney - J. Albert Smith III (incorporated by reference from the statement on Schedule 13G filed by the Reporting Persons on July 21, 2011).
24.3	Power of Attorney - Douglas I. Ostrover (incorporated by reference from the statement on Schedule 13G filed by the Reporting Persons on July 21, 2011).

SIGNATURES

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.

Date: December 9, 2014

Blackstone / GSO Capital Solutions Fund LP

By: Blackstone / GSO Capital Solutions
Associates LLC, its general partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Person

Blackstone / GSO Capital Solutions Associates LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Person

Blackstone / GSO Capital Solutions Overseas Master Fund L.P.

By: Blackstone / GSO Capital Solutions
Overseas
Associates LLC, its general partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Person

Blackstone / GSO Capital Solutions Overseas Associates LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney

Title: Authorized Person

GSO Holdings I L.L.C.

By: /s/ John G. Finley

Name: John G. Finley

Title: Chief Legal Officer

Blackstone Holdings I L.P.

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

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

Blackstone Holdings I/II GP Inc.

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

The Blackstone Group L.P.

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

/s/ Stephen A. Schwarzman
Stephen A. Schwarzman

Bennett J. Goodman

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Attorney-in-Fact

J. Albert Smith III

By: /s/ Marisa Beeney

Name: Marisa Beeney
Title: Attorney-in-Fact

Douglas I. Ostrover

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Attorney-in-Fact