

Travelport Worldwide LTD
 Form 3
 September 24, 2014

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)

| | | | | | |
|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person * Â Blackstone Management Associates (Cayman) V L.P. (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE (Street) NEW YORK, Â NY Â 10154 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/24/2014 | 3. Issuer Name and Ticker or Trading Symbol Travelport Worldwide LTD [TVPT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

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) |
|---|--|---|---|
| Common Shares, \$0.0025 par value per share | 12,504,740 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
| | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BCP V GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE | ^ | ^ X | ^ | ^ |

NEW YORK, NY 10154

Signatures

| | |
|---|------------|
| BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) V L.P.; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 09/24/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE FAMILY GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 09/24/2014 |
| __Signature of Reporting Person | Date |
| BCP V GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 09/24/2014 |
| __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 | 09/24/2014 |
| __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 | 09/24/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 09/24/2014 |
| __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 | 09/24/2014 |
| __Signature of Reporting Person | Date |
| BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer | 09/24/2014 |
| __Signature of Reporting Person | Date |
| STEPHEN A SCHWARZMAN, /s/ Stephen A. Schwarzman | 09/24/2014 |
| __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) Shares of Common Shares, \$0.0025 par value per share ("Common Shares") of Travelport Worldwide Limited (the "Issuer") that are directly held by Travelport Intermediate Limited. Travelport Intermediate Limited is wholly owned by TDS Investor (Cayman) L.P. ("TDS Investor"). The general partner of TDS Investor is TDS Investor (Cayman) GP Ltd. ("TDS GP").

TDS GP is collectively controlled by Blackstone Capital Partners (Cayman) V L.P. ("BCP V"), Blackstone Capital Partners (Cayman) V-A L.P. ("BCP V-A"), BCP (Cayman) V-S L.P. ("BCP V-S") and BCP V Co-Investors (Cayman) L.P. ("BCP VCI", collectively with BCP V, BCP V-A and BCP V-S, the "BCP Funds"), Blackstone Family Investment Partnership (Cayman) V L.P. ("BFIP V") and Blackstone Participation Partnership (Cayman) V L.P. ("BPP V", collectively with BFIP V, the "Blackstone Funds") and Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("BFIP V-SMD", collectively, with the BCP Funds and the Blackstone Funds, the "Blackstone LPs").
 - (2) Blackstone Management Associates (Cayman) V. L.P. ("BMA") is the general partner of each of the BCP Funds. The general partner of each of Blackstone Funds and a general partner and majority in interest owner of BMA is BCP V GP L.L.C. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C. 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.

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- The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's
- (4) senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of BFIP V-SMD 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.

- Each of such Reporting Persons may be deemed to beneficially own the shares beneficially owned by Travelport Worldwide Limited, but each (other than Travelport Worldwide Limited to the extent of its direct holdings) disclaims beneficial ownership of such shares, except
- (5) 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.

- (6) Due to the limitations of the Securities and Exchange Commission's EDGAR system, Travelport Worldwide Limited, TDS Investor, TDS GP, BCP V, BCP V-A, BCP V-S, BCPVCI, BFIP V, BPP V and BFIP V-SMD have filed separate Form 3s.

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.