BankUnited, Inc. Form SC 13G/A February 14, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 1)\*

# BankUnited, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

06652K103

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

"Rule 13d-1(b)			
"Rule 13d-1(c)			
x Rule 13d-1(d)			

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Page 1

<sup>\*</sup> 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).

CUSIP	No. 06652K10	3	13G	Page 2 of 22 Pages
1.	Name of Rep	orting Persons:		
2.		e Capital Partners V L.P. epropriate Box if a Member o		
3.	SEC Use On	ly		
4.	Citizenship o	r Place of Organization:		
	Delawa 5.	e Sole Voting Power:		
SH	BER OF  ARES 6.	10,430,666* Shared Voting Power:		
	NED BY 7.	0 Sole Dispositive Power:		
PE	ORTING RSON 8. VITH	10,430,666* Shared Dispositive Power:		
9.	Aggregate A	0 mount Beneficially Owned by	y Each Reporting Person:	
10.	10,430, Check Box i		ow (9) Excludes Certain Shares (See Instructions)	)
11.	 Percent of C	ass Represented by Amount i	in Row (9):	

10.0%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 4,117,032 shares of Series A Nonvoting Convertible Preferred Stock of the Company (the Series A Preferred Stock). As described in the Current Report on Form 8-K of BankUnited, Inc. (the Company), filed with the Securities and Exchange Commission (SEC) on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K10	1	13G	Page 3 of 22 Pages
1.	Name of Rep	orting Persons:		
2.	Blackstone Check the A <sub>j</sub>	Capital Partners V-AC propriate Box if a Member o	L.P. of a Group	
3.	SEC Use On	у		
4.	Citizenship o	r Place of Organization:		
	Delawar 5.	e Sole Voting Power:		
SH	BER OF  ARES 6.  FICIALLY	3,261,651* Shared Voting Power:		
	NED BY 7.	0 Sole Dispositive Power:		
PE	ORTING RSON 8.	3,261,651* Shared Dispositive Power:		
9.	Aggregate A	0 nount Beneficially Owned by	y Each Reporting Person:	
10.	3,261,65 Check Box is		ow (9) Excludes Certain Shares (See Instructions)	
11.	Percent of C	ass Represented by Amount i	in Row (9):	

3.4%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 1,287,389 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP 1	No. 06652K10	3	13G	Page 4 of 22 Pages
1.	Name of Re	porting Persons:		
2.	Check the A	e Family Investment Partn ppropriate Box if a Member of a	aership V L.P. a Group	
3.	SEC Use Or	ıly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
SHA	BER OF ARES 6. ICIALLY	18,224* Shared Voting Power:		
OWN	ED BY	0 Sole Dispositive Power:		
PER	RTING RSON 8. ITH	18,224* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned by I	Each Reporting Person:	
10.	18,224 Check Box		v (9) Excludes Certain Shares (See Instructions)	)

Percent of Class Represented by Amount in Row (9):

11.

0.02%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 7,193 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K103	13G	Page 5 of 22 Pages
1.	Name of Reportin	g Persons:	
2.	Blackstone Par Check the Approp	ticipation Partnership V L.P. riate Box if a Member of a Group	
3.	SEC Use Only		
4.	Citizenship or Pla	ce of Organization:	
	Delaware 5. Sole	Voting Power:	
SH		0,590* ed Voting Power:	
	NED BY 0 ACH 7. Sole	Dispositive Power:	
PEI		0,590* ed Dispositive Power:	
9.	0 Aggregate Amour	t Beneficially Owned by Each Reporting Person:	
10.	10,590* Check Box if the A	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent of Class R	epresented by Amount in Row (9):	

0.01%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 4,180 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K103	13G	Page 6 of 22 Pages
1.	Name of Reporting Pers	ons:	
2.	Blackstone Manage Check the Appropriate E	ment Associates V L.L.C. Sox if a Member of a Group	
3.	SEC Use Only		
4.	Citizenship or Place of C	rganization:	
	Delaware 5. Sole Voting	g Power:	
SH	BER OF  13,692  ARES 6. Shared Voi		
	NED BY 0 7. Sole Dispo	sitive Power:	
PE	ORTING  RSON 13,692  8. Shared Dis		
9.	0 Aggregate Amount Bend	eficially Owned by Each Reporting Person:	
10.	13,692,317* Check Box if the Aggres	gate Amount in Row (9) Excludes Certain Shares (See Instruc	ctions)
11.	Percent of Class Represe	ented by Amount in Row (9):	

10.0%\*

12. Type of Reporting Person (See Instructions):

OO

\* Includes 5,404,421 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K10	3	13G	Page 7 of 22 Pages
1.	Name of Re	porting Persons:		
2.		.L.C. ppropriate Box if a Member o	of a Group	
3.	SEC Use Or	ıly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
SH	BER OF  ARES 6.  FICIALLY	13,692,317* Shared Voting Power:		
	NED BY 7.	0 Sole Dispositive Power:		
PE	ORTING RSON 8. VITH	13,692,317* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned by	y Each Reporting Person:	
10.	13,692, Check Box i		ow (9) Excludes Certain Shares (See Instructions)	
11.	Percent of C	lass Represented by Amount i	in Row (9):	

Percent of Class Represented by Amount in Row (9):

10.0%\*

12. Type of Reporting Person (See Instructions):

OO

\* Includes 5,404,421 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K10	13	13G	Page 8 of 22 Pages
1.	Name of Re	porting Persons:		
2.	Check the A	de-by-Side GP L.L.C.  ppropriate Box if a Member o  x	of a Group	
3.	SEC Use Or	ıly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	are Sole Voting Power:		
SH	BER OF  ARES 6.  FICIALLY	28,814* Shared Voting Power:		
E	ACH	0 Sole Dispositive Power:		
PEI	ORTING RSON 8. /ITH	28,814* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned by	y Each Reporting Person:	
10.	28,814 Check Box		ow (9) Excludes Certain Shares (See Instructions)	)
11.	Percent of C	class Represented by Amount i	in Row (9):	

Percent of Class Represented by Amount in Row (9):

0.03%\*

12. Type of Reporting Person (See Instructions):

OO

\* Includes 11,373 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP 1	No. 06652K10	3	13G	Page 9 of 22 Pages
1.	Name of Re	orting Persons:		
2.	Blackston Check the A	e Holdings III L.P. epropriate Box if a Member of a Group		
3.	SEC Use On	у		
4.	Citizenship o	r Place of Organization:		
		Canada Sole Voting Power:		
SHA		13,721,131* Shared Voting Power:		
OWN	ICIALLY ED BY  ACH  7.	0 Sole Dispositive Power:		
PER	ORTING RSON 8. ITH	13,721,131* Shared Dispositive Power:		
9.	Aggregate A	O mount Beneficially Owned by Each Reporting	Person:	
10.	13,721, Check Box i	31* the Aggregate Amount in Row (9) Excludes (	Certain Shares (See Instructions)	

Percent of Class Represented by Amount in Row (9):

11.

10.0%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 5,415,794 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

1. Name of Reporting Persons:  Blackstone Holdings III GP L.P. 2. Check the Appropriate Box if a Member of a Group  (a) " (b) x  3. SEC Use Only  4. Citizenship or Place of Organization:  Delaware 5. Sole Voting Power:  NUMBER OF SHARES 6. Shared Voting Power:  BENEFICIALLY  OWNED BY 0 EACH 7. Sole Dispositive Power:	
2. Check the Appropriate Box if a Member of a Group  (a) " (b) x  3. SEC Use Only  4. Citizenship or Place of Organization:  Delaware 5. Sole Voting Power:  NUMBER OF 13,721,131* SHARES 6. Shared Voting Power:  BENEFICIALLY  OWNED BY ORDAN 7. Sole Dispositive Power:	
4. Citizenship or Place of Organization:  Delaware 5. Sole Voting Power:  NUMBER OF 13,721,131* SHARES 6. Shared Voting Power:  BENEFICIALLY  OWNED BY 0 7. Sole Dispositive Power:	
Delaware 5. Sole Voting Power:  NUMBER OF 13,721,131* SHARES 6. Shared Voting Power:  BENEFICIALLY  OWNED BY OTHER OF TOWNS OF THE POWER OF THE POWE	
NUMBER OF  SHARES  13,721,131*  SHARES  6. Shared Voting Power:  BENEFICIALLY  OWNED BY  EACH  7. Sole Dispositive Power:	
SHARES 6. Shared Voting Power:  BENEFICIALLY  OWNED BY  EACH  0  7. Sole Dispositive Power:	
OWNED BY 0 EACH 7. Sole Dispositive Power:	
REPORTING	
PERSON 13,721,131*  8. Shared Dispositive Power:  WITH	
9. Aggregate Amount Beneficially Owned by Each Reporting Person:	
13,721,131*  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	

11.

Percent of Class Represented by Amount in Row (9):

10.0%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 5,415,794 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP N	No. 06652K10	3	13G	Page 11 of 22 Pages
1.	Name of Re	porting Persons:		
2.		e Holdings III GP Management L.L.C. ppropriate Box if a Member of a Group		
3.	SEC Use Or			
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
SHA	BER OF ARES 6.	13,721,131* Shared Voting Power:		
OWN	ED BY	0 Sole Dispositive Power:		
PER	RTING SON 8.	13,721,131* Shared Dispositive Power:		
9.	Aggregate A	0 mount Beneficially Owned by Each Reporting Pe	erson:	
10.	13,721, Check Box	131* f the Aggregate Amount in Row (9) Excludes Cer	ctain Shares (See Instructions)	
11.	 Percent of C	lass Represented by Amount in Row (9):		

Percent of Class Represented by Amount in Row (9):

10.0%\*

12. Type of Reporting Person (See Instructions):

OO

\* Includes 5,415,794 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K10	03	13G	Page 12 of 22 Pages
1.	Name of Re	porting Persons:		
2.	Check the A	estone Group L.P.  Appropriate Box if a Member of the control of t	of a Group	
3.	SEC Use Or	ıly		
4.	Citizenship	or Place of Organization:		
	Delawa 5.	re Sole Voting Power:		
SHA	BER OF  ARES 6. FICIALLY	13,721,131* Shared Voting Power:		
	NED BY 7.	0 Sole Dispositive Power:		
PEF	ORTING RSON 8.	13,721,131* Shared Dispositive Power:		
9.	Aggregate A	0 Amount Beneficially Owned b	by Each Reporting Person:	
10.	13,721, Check Box		Row (9) Excludes Certain Shares (See Instructions)	
11.	 Percent of C	class Represented by Amount	in Row (9):	

Percent of Class Represented by Amount in Row (9):

10.0%\*

12. Type of Reporting Person (See Instructions):

PN

\* Includes 5,415,794 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP N	No. 06652K1	03	13G	Page 13 of 22 Pages
1.	Name of Ro	eporting Persons:		
2.	Check the	ne Group Management L.L.C Appropriate Box if a Member of a		
3.	SEC Use O	nly		
4.	Citizenship	or Place of Organization:		
	Delaws	nre Sole Voting Power:		
SHA	BER OF  ARES 6.	13,721,131* Shared Voting Power:		
EA	CH	0 Sole Dispositive Power:		
PER	RTING SON 8. ITH	13,721,131* Shared Dispositive Power:		
9.	Aggregate	0 Amount Beneficially Owned by Ea	ach Reporting Person:	
10.	13,721 Check Box		(9) Excludes Certain Shares (See Instruction	ns)

11.

Percent of Class Represented by Amount in Row (9):

10.0%\*

12. Type of Reporting Person (See Instructions):

OO

\* Includes 5,415,794 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

CUSIP	No. 06652K103	13G	Page 14 of 22 Pages
1.	Name of Reporting Persons:		
2.	Steven A. Schwarzman Check the Appropriate Box if a Mer  (a) " (b) x	nber of a Group	
3.	SEC Use Only		
4.	Citizenship or Place of Organization	ı:	
	United States 5. Sole Voting Power:		
SH	BER OF  13,721,131*  ARES 6. Shared Voting Power:		
	NED BY 0 7. Sole Dispositive Powe	r:	
PE	ORTING  RSON 13,721,131*  8. Shared Dispositive Portith	wer:	
9.	0 Aggregate Amount Beneficially Ow	ned by Each Reporting Person:	
10.	13,721,131* Check Box if the Aggregate Amoun	t in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent of Class Represented by An	nount in Row (9):	

10.0%\*

12. Type of Reporting Person (See Instructions):

IN

\* Includes 5,415,794 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

Item 1. (a). Name of Issuer

BankUnited, Inc. (the Company )

(b). Address of Issuer s Principal Executive Offices:

14817 Oak Lane, Miami Lakes, FL

Item 2 (a). Name of Person Filing

Item 2 (b). Address of Principal Business Office

Item 2 (c). Citizenship

(i) Blackstone Capital Partners V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ii) Blackstone Capital Partners V-AC L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iii) Blackstone Family Investment Partnership V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) Blackstone Participation Partnership V L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) Blackstone Management Associates V L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vi) BMA V L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vii) BCP V Side-by-Side GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(viii) Blackstone Holdings III L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: Quebec, Canada

(ix) Blackstone Holdings III GP L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(x) Blackstone Holdings III GP Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xi) The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xii) Blackstone Group Management L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xiii) Steven A. Schwarzman

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

Blackstone Capital Partners V L.P. ( BCP V ) directly holds 6,313,634 shares of Common Stock (as defined below); Blackstone Capital Partners V-AC L.P. ( BCP V-AC ) directly holds 1,974,262 shares of Common Stock; Blackstone Family Investment Partnership V

L.P. ( Family ) directly holds 11,031 shares of Common Stock; and Blackstone Participation Partnership V L.P. ( Participation ) directly holds 6,410 shares of Common Stock.

BCP V directly holds 4,117,032 shares of Series A Preferred Stock; BCP V-AC directly holds 1,287,389 shares of Series A Preferred Stock; Family directly holds 7,193 shares of Series A Preferred Stock; and Participation directly holds 4,180 shares of Series A Preferred Stock. As described in the Current Report on Form 8-K of the Company, filed with the SEC on March 6, 2012, the Reporting Persons that directly hold shares of Series A Preferred Stock can voluntarily convert, or the Company can request that such Reporting Persons convert, shares of Series A Preferred Stock into Common Stock on a one-for-one basis as long as the Reporting Persons collectively hold no more than 9.99% of the voting securities of the Company after giving effect to such conversion, excluding for the purpose of this calculation any reduction in ownership resulting from transfers by the Reporting Persons of Common Stock.

The general partner of BCP V and BCP V-AC is Blackstone Management Associates V L.L.C. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C. The general partner of Family and Participation is BCP V Side-By-Side GP L.L.C. Blackstone Holdings III L.P. is the managing member and the owner of a majority interest of BMA V L.L.C. and the sole member of BCP V Side-By-Side GP L.L.C. Blackstone Holdings III GP L.P is the general partner of Blackstone Holdings III L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. 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 senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such Common Stock.

#### Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.01 (the Common Stock )

#### Item 2 (e). CUSIP Number:

06652K103

## Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

## Item 4. Ownership.

## (a) Amount beneficially owned:

As of December 31, 2012, each of the Reporting Persons may be deemed to be the beneficial owner of the Common Stock listed on such Reporting Person s respective cover page.

## (b) Percent of class:

The Quarterly Report on Form 10-Q of BankUnited, Inc. for the period ended September 30, 2012, as filed with the Securities and Exchange Commission on November 9, 2012, indicated that there were 94,460,463 outstanding shares of Common Stock as of November 2, 2012. Based on this number of outstanding shares of Common Stock, each

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of the Reporting Persons may be deemed to be the beneficial owner of the percentage of the total number of outstanding shares of Common Stock listed on such Reporting Person s respective cover page.

## (c) Number of Shares as to which the Reporting Person has:

- (i) Sole power to vote or to direct the vote:
  - See Item 5 of the respective cover page.
- (ii) Shared power to vote or to direct the vote:
  - See Item 6 of the respective cover page.
- (iii) Sole power to dispose or to direct the disposition of:
  - See Item 7 of the respective cover page.
- (iv) Shared power to dispose or to direct the disposition of:
  - See Item 8 of the respective cover page.

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## Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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## **SIGNATURE**

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.

Dated: February 14, 2013

## BLACKSTONE CAPITAL PARTNERS V L.P.

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

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

## BLACKSTONE CAPITAL PARTNERS V-AC L.P.

By: Blackstone Management Associates V L.L.C., its general partner

By: BMA V L.L.C., its sole member

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

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V L.P.

By: BCP V Side-by-Side GP L.L.C., its general partner

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

BLACKSTONE PARTICIPATION PARTNERSHIP V L.P.

By: BCP V Side-by-Side GP L.L.C., its general partner

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

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BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C.

By: BMA V L.L.C., its sole member

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

BMA V L.L.C.

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

BCP V SIDE-BY-SIDE GP L.L.C.

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

BLACKSTONE HOLDINGS III GP L.P.

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

general partner

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

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

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

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## THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its General Partner

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

By: /s/ Stephen A. Schwarzman Name: Stephen A. Schwarzman