

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P

Form 4

March 15, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *

CENTERBRIDGE CAPITAL
PARTNERS L P

(Last) (First) (Middle)

375 PARK AVENUE, 12TH
FLOOR

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

BankUnited, Inc. [BKU]

3. Date of Earliest Transaction

(Month/Day/Year)

03/13/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)

See Footnotes 2, 3

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | |
| Common Stock | 03/13/2013 | | S | | 3,770,000 | D \$ 24.745 (1) | 6,997,704 | D (2) (3) |

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

**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.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| CENTERBRIDGE CAPITAL PARTNERS L P 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |
| CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |
| Centerbridge Capital Partners SBS, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |
| CB BU Investors, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |
| CB BU Investors II, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |
| CB BU Investors III, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |
| Centerbridge Associates, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | | X | | See Footnotes 2, 3 |

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| Centerbridge GP Investors, LLC 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X | See Footnotes 2, 3 |
| Gallogly Mark T C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X | See Footnotes 2, 3 |
| Aronson Jeffrey C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X | See Footnotes 2, 3 |

Signatures

| | |
|---|------------|
| Centerbridge Capital Partners, L.P., By: Centerbridge Associates, L.P., its general partner By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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| __Signature of Reporting Person | Date |
|---------------------------------|------|

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| Centerbridge Capital Partners Strategic, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

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|--|------------|
| Centerbridge Capital Partners SBS, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

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| CB BU Investors, L.L.C., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

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| CB BU Investors II, L.L.C., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

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| CB BU Investors III, L.L.C., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

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|---|------------|
| Centerbridge Associates, L.P., By: Centerbridge GP Investors, LLC, its general partner, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

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| Centerbridge GP Investors, LLC, By: /s/ Susanne V. Clark, Authorized Signatory | 03/15/2013 |
|--|------------|

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|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

Mark T. Gallogly, /s/ Mark T. Gallogly

03/15/2013

__Signature of Reporting Person

Date

Jeffrey H. Aronson, /s/ Jeffrey H. Aronson

03/15/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) This amount represents the \$25.25 offering price per share of common stock, par value \$0.01 per share ("Common Stock"), of BankUnited, Inc. less the underwriting discount of \$0.505 per share of Common Stock.

- (2) The shares of Common Stock to which this Form 4 relates are directly owned as follows: (i) 5,967,703 shares of Common Stock directly owned by Centerbridge Capital Partners, L.P.; (ii) 220,442 shares of Common Stock directly owned by Centerbridge Capital Partners Strategic, L.P.; (iii) 9,822 shares of Common Stock directly owned by Centerbridge Capital Partners SBS, L.P.; (iv) 379,875 shares of Common Stock directly owned by CB BU Investors, L.L.C.; (v) 219,927 shares of Common Stock directly owned by CB BU Investors II, L.L.C.; and (vi) 199,935 shares of Common Stock directly owned by CB BU Investors III, L.L.C. (collectively, the "Centerbridge Funds").

- (3) Centerbridge Associates, L.P. is the general partner of each of the Centerbridge Funds. Centerbridge GP Investors, LLC is the general partner of Centerbridge Associates, L.P. Mark Gallogly and Jeffrey Aronson are the managing members of Centerbridge GP Investors, LLC. Mark Gallogly and Jeffrey Aronson each disclaim beneficial ownership of the shares of Common Stock beneficially owned by the Centerbridge Funds.

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.