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

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**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

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**CALLON PETROLEUM COMPANY**

(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

13123X508  
(CUSIP Number)

John G. Finley  
Blackstone Inc.  
345 Park Avenue  
New York, New York 10154  
Tel: (212) 583-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 4, 2022  
(Date of Event Which Requires Filing of this Statement)

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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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\* 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 Primexx Energy Partners, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 991,703
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 991,703*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.6%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

\* As described in Item 5 of this Amendment No. 3, the Reporting Person distributed 4,442,114 shares of Common Stock on April 4, 2022 to its unitholders. Because such distribution occurred after the March 30, 2022 record date for the Issuer's annual meeting (the "Annual Meeting") disclosed in the preliminary proxy statement filed by the Issuer on March 31, 2022, the Reporting Person may be deemed to continue to have beneficial ownership over such shares through the date of the Annual Meeting. Of such distributed amount, 4,132,188 shares remain beneficially owned by other Reporting Persons on this statement.

1	NAMES OF REPORTING PERSONS Primexx Energy Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 991,703
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 991,703	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.6%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAMES OF REPORTING PERSONS BPP Energy Partners LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 301,945
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 301,945*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

\* As described in Item 5 of this Amendment No. 3, the Reporting Person distributed 1,560,382 shares of Common Stock on April 4, 2022 to its members. Because such distribution occurred after the March 30, 2022 record date for the Issuer's Annual Meeting disclosed in the preliminary proxy statement filed by the Issuer on March 31, 2022, the Reporting Person may be deemed to continue to have beneficial ownership over such shares through the date of the Annual Meeting. Of such distributed amount, 1,478,830 shares remain beneficially owned by other Reporting Persons on this statement.

1	NAMES OF REPORTING PERSONS BPP HoldCo LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS BX Primexx Topco LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS BCP VII/BEP II Holdings Manager L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Energy Management Associates II L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,611,018
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,904,666
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	



1	NAMES OF REPORTING PERSONS Blackstone Management Associates VII L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,611,018
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,904,666
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS BMA VII L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,611,018
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,904,666
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone EMA II L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,611,018
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,904,666
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Holdings III L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Quebec, Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS Blackstone Holdings III GP L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS Blackstone Holdings III GP Management L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAMES OF REPORTING PERSONS Blackstone Group Management L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	



1	NAMES OF REPORTING PERSONS Stephen A. Schwarzman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,611,018
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,904,666
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,904,666	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

This Amendment No. 3 ("Amendment No. 3") to Schedule 13D relates to the common stock, par value \$0.01 per share ("Common Stock"), of Callon Petroleum Company, a Delaware corporation (the "Issuer"), and amends and supplements the initial statement on Schedule 13D filed on October 12, 2021, as amended by the Amendment No. 1 to the Schedule 13D filed on January 6, 2022 and the Amendment No. 2 ("Amendment No. 2") to the Schedule 13D filed on March 10, 2022 (as so amended, the "Schedule 13D"). The principal executive offices of the Issuer are located at One Briarlake Plaza, 2000 W. Sam Houston Parkway S., Suite 2000, Houston, Texas 77042. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings ascribed to them in the Schedule 13D.

**Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended by incorporating herein by reference the information set forth on the updated Schedule I attached hereto.

**Item 5. Interest in Securities of the Issuer**

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated as follows:

(a) and (b) Calculations of the percentage of the shares of Common Stock beneficially owned assumes that there were 61,493,753 shares of Common Stock outstanding as of February 18, 2022, as reported in the Issuer's annual report on Form 10-K for the year ended December 31, 2021, filed by the Issuer with the Securities and Exchange Commission on February 24, 2022.

The aggregate number of shares and percentage of the Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition or shared power to dispose or to direct the disposition, are set forth on the cover pages of this Schedule 13D and are incorporated herein by reference.

On October 1, 2021, 1,983,407 Escrow Shares (as defined in Item 6 of the Schedule 13D) were deposited into an Escrow Account (as defined in Item 6 of the Schedule 13D) for the benefit of the Issuer and Primexx Energy Partners, Ltd. (the "Primexx Escrow Account") and 603,891 Escrow Shares were deposited into an Escrow Account for the benefit of the Issuer and BPP Energy Partners LLC (the "BPP Escrow Account"). On April 4, 2022, 991,704 and 301,946 Escrow Shares were released from the Primexx Escrow Account and BPP Escrow Account, respectively. As of the date hereof, 991,703 Escrow Shares remain in the Primexx Escrow Account and 301,945 Escrow Shares remain in the BPP Escrow Account with such amounts (taking into account any indemnity holdbacks) to be released directly to the unitholders of Primexx Energy Partners, Ltd. and the members of BPP Energy Partners LLC, as applicable, on a future release date. See "Escrow Agreements" in Item 6 of the Schedule 13D.

As of the date hereof, BPP HoldCo LLC directly holds 5,611,018 shares of Common Stock, which amount gives effect to (i) the distribution by each of Primexx Energy Partners, Ltd. and BPP Energy Partners LLC of shares of Common Stock pro rata to its unitholders and members, respectively, in connection with a liquidating distribution and (ii) the respective releases from the Primexx Escrow Account and the BPP Escrow Account on April 4, 2022.

The securities reported herein as beneficially owned by the Reporting Persons do not include an aggregate of 481,250 shares of Common Stock underlying warrants to purchase Common Stock held by certain investment funds affiliated with the Reporting Persons, which may be issued upon net-share settlement of such warrants. Based on the closing price of Common Stock on the date of this filing, such warrants cannot be settled for shares of Common Stock pursuant to the terms thereof, and as a result, the shares of Common Stock underlying such warrants are excluded from the Reporting Person's beneficial ownership of Common Stock reported herein.

Primexx Energy Corporation is the managing general partner of Primexx Energy Partners, Ltd.

BPP HoldCo LLC is the majority shareholder and has the power to appoint the majority of the members of the board of directors of Primexx Energy Corporation and has the power to appoint the majority of the members of the board of managers of BPP Energy Partners LLC. BX Primexx Topco LLC is the sole member of BPP HoldCo LLC. BCP VII/BEP II Holdings Manager L.L.C. is the managing member of BX Primexx Topco LLC.

Blackstone Energy Management Associates II L.L.C. and Blackstone Management Associates VII L.L.C. are the managing members of BCP VII/BEP II Holdings Manager L.L.C. Blackstone EMA II L.L.C. is the sole member of Blackstone Energy Management Associates II L.L.C. BMA VII L.L.C. is the sole member of Blackstone Management Associates VII L.L.C.

Blackstone Holdings III L.P. is the managing member of each of BMA VII L.L.C. and Blackstone EMA II L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P.

Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. 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.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock.

(c) From March 10, 2022 to April 1, 2022, shares of Common Stock held by the Reporting Persons were sold in multiple open market sale transactions as described below.

<u>Seller</u>	<u>Date</u>	<u>Number of Shares</u>	<u>Price per Share</u>
Primexx Energy Partners, Ltd.	03/10/2022	32,974	\$60.3171(1)(6)
BPP Energy Partners LLC	03/10/2022	12,026	\$60.3171(1)(6)
Primexx Energy Partners, Ltd.	03/11/2022	7,056	\$60.2119(2)(6)
BPP Energy Partners LLC	03/11/2022	2,573	\$60.2119(2)(6)
Primexx Energy Partners, Ltd.	03/25/2022	43,487	\$61.5096(3)(6)
Primexx Energy Partners, Ltd.	03/25/2022	51,771	\$ 62.202(4)(6)
BPP Energy Partners LLC	03/25/2022	15,860	\$61.5096(3)(6)
BPP Energy Partners LLC	03/25/2022	18,882	\$ 62.202(4)(6)
Primexx Energy Partners, Ltd.	04/01/2022	18,465	\$61.3848(5)(6)
BPP Energy Partners LLC	04/01/2022	6,735	\$61.3848(5)(6)

- (1) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$60.00 to \$60.60, inclusive.
- (2) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$60.03 to \$60.40, inclusive.
- (3) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.00 to \$61.99, inclusive.
- (4) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.00 to \$62.325, inclusive.
- (5) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.03 to \$61.76, inclusive.
- (6) The Reporting Persons hereby undertake to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each separate price.

On April 4, 2022, Primexx Energy Partners, Ltd. distributed 3,450,410 shares of Common Stock (excluding Escrow Shares) pro rata to its unitholders in connection with a liquidating distribution.

On April 4, 2022, BPP Energy Partners LLC distributed 1,258,436 shares of Common Stock (excluding Escrow Shares) pro rata to its members in connection with a liquidating distribution.

Except as set forth in this Amendment No. 3, none of the Reporting Persons has effected any transaction in Common Stock since the filing of Amendment No. 2.

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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: April 5, 2022

**PRIMEXX ENERGY PARTNERS, LTD.**

By: Primexx Energy Corporation, its managing general partner

By: /s/ Michael Christopher Doyle  
Name: Michael Christopher Doyle  
Title: President and Chief Executive Officer

**PRIMEXX ENERGY CORPORATION**

By: /s/ Michael Christopher Doyle  
Name: Michael Christopher Doyle  
Title: President and Chief Executive Officer

**BPP ENERGY PARTNERS LLC**

By: /s/ Michael Christopher Doyle  
Name: Michael Christopher Doyle  
Title: President and Chief Executive Officer

**BPP HOLDCO LLC**

By: /s/ Erik Belz  
Name: Erik Belz  
Title: Vice President and Secretary

**BX PRIMEXX TOPCO LLC**

By: /s/ Erik Belz  
Name: Erik Belz  
Title: Vice President and Secretary

**BCP VII/BEP II HOLDINGS MANAGER L.L.C.**

By: /s/ Omar Rehman  
Name: Omar Rehman  
Title: Chief Compliance Officer and Secretary

**BLACKSTONE ENERGY MANAGEMENT ASSOCIATES II L.L.C.**

By: Blackstone EMA II L.L.C., its sole member

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Authorized Signatory

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**BLACKSTONE EMA II L.L.C.**

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Authorized Signatory

**BLACKSTONE MANAGEMENT ASSOCIATES VII L.L.C.**

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

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Authorized Signatory

**BMA VII L.L.C.**

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Authorized Signatory

**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/ Tabea Hsi  
Name: Tabea Hsi  
Title: Senior Managing Director

**BLACKSTONE HOLDINGS III GP L.P.**

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

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Senior Managing Director

**BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.**

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Senior Managing Director

**BLACKSTONE INC.**

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Senior Managing Director

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**BLACKSTONE GROUP MANAGEMENT L.L.C.**

By: /s/ Tabea Hsi  
Name: Tabea Hsi  
Title: Senior Managing Director

**STEPHEN A. SCHWARZMAN**  
/s/ Stephen A. Schwarzman

**SCHEDULE I****Executive Officers and Directors of Blackstone Inc.**

The name and principal occupation of each director and executive officer of Blackstone Inc. are set forth below. The address for each person listed below is c/o Blackstone Inc., 345 Park Avenue, New York, New York 10154. All executive officers and directors listed are United States citizens other than The Honourable Brian Mulroney, who is a citizen of Canada, and Sir John Antony Hood, who is a citizen of New Zealand.

**OFFICERS:**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>
Stephen A. Schwarzman	Founder, Chairman and Chief Executive Officer of Blackstone Inc.
Jonathan D. Gray	President, Chief Operating Officer of Blackstone Inc.
Michael S. Chae	Chief Financial Officer of Blackstone Inc.
John G. Finley	Chief Legal Officer of Blackstone Inc.

**DIRECTORS:**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>
Stephen A. Schwarzman	Founder, Chairman and Chief Executive Officer of Blackstone Inc.
Jonathan D. Gray	President, Chief Operating Officer of Blackstone Inc.
Kelly A. Ayotte	Former United States Senator from New Hampshire
Joseph P. Baratta	Global Head of Private Equity at Blackstone Inc.
James W. Breyer	Founder and Chief Executive Officer of Breyer Capital
Reginald J. Brown	Partner for the law firm, Kirkland & Ellis
Sir John Antony Hood	Former President and Chief Executive Officer of the Robertson Foundation and Former Chair of the Rhodes Trust
Rochelle B. Lazarus	Chairman Emeritus & Former Chief Executive Officer, Ogilvy & Mather Worldwide
Jay O. Light	Dean Emeritus, Harvard Business School
The Right Honourable Brian Mulroney	Senior Partner for the Montreal law firm, Norton Rose Fulbright Canada LLP
William G. Parrett	Retired CEO of Deloitte Touche Tohmatsu and retired Senior Partner of Deloitte (USA).
Ruth Porat	Chief Financial Officer of Alphabet Inc. and Google Inc.

Except as set forth in this Schedule 13D, to the best knowledge of the Reporting Persons, none of the individuals listed above beneficially owns any shares of Common Stock or has had any transactions in Common Stock in the past 60 days, other than Joseph Baratta who owns 53 shares of Common Stock and through a managed account purchased 4 shares of Common Stock on March 14, 2022 and 49 shares on March 8, 2022.