UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)*

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 1, 2024 (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 \$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule13d-7 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).

1	NAMES OF F	REPOR	RTING PERSONS			
	BPP HoldCo LLC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠					
	(a) 🗆 (b)					
3	SEC USE ON	LY				
4	SOURCE OF	FUND	S (SEE INSTRUCTIONS)			
	00					
5	CHECK IF D	ISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	P OR F	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES NEFICIALLY	8	SHARED VOTING POWER			
	OWNED BY		0			
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON WITH		0			
	WIIII	10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0					
12		HE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13		F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	0%					
14		PORT	ING PERSON (SEE INSTRUCTIONS)			
	00					

1	NAMES OF F	REPOI	RTING PERSONS				
	BX Primexx 7	Горсо	LLC				
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) □ (b) ⊠						
3	SEC USE ON	LY					
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)				
	00						
5	CHECK IF D	ISCLO	DSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
	_						
(
6	CHIZENSHI	POR	PLACE OF ORGANIZATION				
1	Delaware						
	Deluware	7	SOLE VOTING POWER				
Ν	JUMBER OF		0				
DE	SHARES NEFICIALLY	8	SHARED VOTING POWER				
	OWNED BY						
	EACH	9	0 SOLE DISPOSITIVE POWER				
F	REPORTING	,	SOLE DISCOSITIVE TOWER				
	PERSON WITH		0				
		10	SHARED DISPOSITIVE POWER				
			0				
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	0						
12		HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	0%						
14	TYPE OF RE	PORT	'ING PERSON (SEE INSTRUCTIONS)				
	00						

1	NAMES OF F	REPOR	RTING PERSONS		
	BCP VII/BEP II Holdings Manager L.L.C.				
2					
	(a) 🗆 (b)	X			
3	SEC USE ON	LY			
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)		
	00				
5	CHECK IF D	ISCLC	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		
6	CITIZENSHI	P OR I	PLACE OF ORGANIZATION		
	Delaware				
	Delawale	7	SOLE VOTING POWER		
	UMBER OF SHARES	8	0 SHARED VOTING POWER		
BEI	NEFICIALLY	0	SHARED VOTING FOWER		
C	OWNED BY EACH		0		
R	EPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON WITH		0		
		10	SHARED DISPOSITIVE POWER		
			0		
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
12	0 CHECK IF TI	HE AC	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
13			SS REPRESENTED BY AMOUNT IN ROW (11)		
13	I EKCENT U	ULA	55 KLI KLSENTED DI AMOUNT IN KOW (11)		
	0%				
14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)		
	00				

1	NAMES OF F	REPOR	RTING PERSONS			
	Blackstone Energy Management Associates II L.L.C.					
2		OPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) 🗆 (b)	X				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)			
	00					
5	CHECK IF D	ISCLC	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	_	PORI	PLACE OF ORGANIZATION			
	D.I.					
	Delaware	7	SOLE VOTING POWER			
	UMBER OF SHARES					
	NEFICIALLY	8	SHARED VOTING POWER			
C	WNED BY		0			
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	10	SHARED DISPOSITIVE POWER			
11	AGGREGAT	E AM	0 DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0					
12	CHECK IF TI	HE AC	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	0%					
14		PORT	ING PERSON (SEE INSTRUCTIONS)			
	00					
	00					

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) □ (b) Ø 3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) □ CHECK IF DISCLOSURE OF ORGANIZATION Delaware 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 0 8 SHARES BENEFICIALLY 0 0 0 10 SHARED VOTING POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 10 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 0 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b) (b) 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) □ 6 CITIZENSHIP OR PLACE OF ORGANIZATION 0 C 6 CITIZENSHIP OR PLACE OF ORGANIZATION 0 SOLE VOTING POWER 8 SHARED VOTING POWER 0 8 SHARES SHARED VOTING POWER 0 8 SHARED VOTING POWER 0 8 SHARED VOTING POWER 0 0 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14	1	NAMES OF F	REPOR	RTING PERSONS			
(a) (b) Image: second sec							
3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) 00	2	OPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
4 SOURCE OF FUNDS (SEE INSTRUCTIONS) 00 00 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) □ □ 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER SHARES 8 SHARED VOTING POWER BENEFICIALLY 0 8 VWNED BY 0 9 SOLE DISPOSITIVE POWER 0 VITH 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 0 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		(a) ∐ (b)	X				
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 0 8 SHARED 8 SHARED VOTING POWER 9 SOLE VOTING POWER 0 0 REPORTING 9 9 SOLE DISPOSITIVE POWER 0 0 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 11 AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	3	SEC USE ON	LY				
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) 0 □ 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 0 SHARES 8 BENEFICIALLY 0 OWNED BY 0 EACH 9 SOLE DISPOSITIVE POWER PERSON 0 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% - 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)			
Image: Construction of the construc							
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF 0 0 SHARES 8 SHARED VOTING POWER BENEFICIALLY 0 0 OWNED BY 0 0 EACH 9 SOLE DISPOSITIVE POWER PERSON 0 0 10 SHARED DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 0 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	5	CHECK IF D	ISCLC	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
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BENEFICIALLY 0 SIMILED FORMAT OWNED BY 0 0 EACH 9 SOLE DISPOSITIVE POWER PERSON 0 0 WITH 0 0 10 SHARED DISPOSITIVE POWER 0 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				*			
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REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 0 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		WNED BY		0			
PERSON WITH 0 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 FERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14	R		9	SOLE DISPOSITIVE POWER			
10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		PERSON					
0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		WITH	10				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			10				
0 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				ů – Elektrik			
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% □ 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11	AGGREGAT	E AM	JUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
Image: Descent of class represented by AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	CHECK IF TI	HE AC	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	13		F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
	14		ΡΟΡΤ	ING PERSON (SEE INSTRUCTIONS)			
00	17	TILOIKE					
		00					

1	NAMES OF F	REPORTING PERSONS					
	BMA VII L.L	.C.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
	(a) 🗆 (b)						
3	SEC USE ON	LY					
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)					
	00	00					
5	CHECK IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)					
6		P OR PLACE OF ORGANIZATION					
	Delaware	7 SOLE VOTING POWER					
	UMBER OF	0					
	SHARES NEFICIALLY	8 SHARED VOTING POWER					
	WNED BY						
	EACH	0 9 SOLE DISPOSITIVE POWER					
R	EPORTING	5 SOLE DISPOSITIVE FOWER					
	PERSON WITH	0					
		10 SHARED DISPOSITIVE POWER					
		0					
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	0						
12	0 CHECK IE TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	CHIECK IF II	IL AGREGATE AMOUNT IN ROW (1) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0%						
14	TYPE OF RE	PORTING PERSON (SEE INSTRUCTIONS)					
	00						

1	NAMES OF F	REPORTING PERSONS				
	Blackstone EMA II L.L.C.					
2						
	(a) \Box (b) \boxtimes					
3	SEC USE ON	4LY				
4	SOURCE OF	F FUNDS (SEE INSTRUCTIONS)				
	00					
5	CHECK IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
6		IP OR PLACE OF ORGANIZATION				
	D 1					
	Delaware	7 SOLE VOTING POWER				
	UMBER OF SHARES	0 8 SHARED VOTING POWER				
	NEFICIALLY	8 SHARED VOTING POWER				
0	OWNED BY EACH	0				
R	REPORTING	9 SOLE DISPOSITIVE POWER				
	PERSON WITH	0				
	vv 1111	10 SHARED DISPOSITIVE POWER				
11	AGGREGAT	0 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	0 CHECK IE TI	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	CHECK IF 11	TE AUGREGATE AMOUNT IN ROW (11) EACLUDES CERTAIN SHAKES (SEE INSTRUCTIONS)				
13	PERCENT OI	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0%					
14	TYPE OF RE	EPORTING PERSON (SEE INSTRUCTIONS)				
	00					
	00					

1	NAMES OF F	EPOI	RTING PERSONS
	Blackstone Ho	olding	s III L.P.
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) 🗆 (b)	X	
3	SEC USE ON	LY	
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)
	00		
5	CHECK IF D	SCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6		POR	PLACE OF ORGANIZATION
	Quebec, Cana		
		7	SOLE VOTING POWER
N	UMBER OF		0
	SHARES	8	SHARED VOTING POWER
	NEFICIALLY WNED BY		
	EACH	9	0 SOLE DISPOSITIVE POWER
R	EPORTING PERSON	9	SOLE DISPOSITIVE FOWER
	WITH		0
		10	SHARED DISPOSITIVE POWER
			0
11	AGGREGAT	EAM	0 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	0	IF A C	
12	CHECK IF TH	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
13	PERCENT OF	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)
	0%		
14		PORT	ING PERSON (SEE INSTRUCTIONS)
	PN		

1	NAMES OF H	REPOI	RTING PERSONS			
	Blackstone He	olding	s III GP L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) 🗆 (b)	X				
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)			
	00					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6		POR	PLACE OF ORGANIZATION			
	Delaware	-				
		7	SOLE VOTING POWER			
Ν	UMBER OF		0			
	SHARES	8	SHARED VOTING POWER			
	NEFICIALLY WNED BY					
	EACH	9	0 SOLE DISPOSITIVE POWER			
K	EPORTING PERSON					
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0					
12	0 CHECK IF TI	HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	0%					
14	TYPE OF RE	PORT	ING PERSON (SEE INSTRUCTIONS)			
	DN					
	PN					

1	NAMES OF I	REPORTING PERSONS					
	Blackstone H	oldings III GP Management L.L.C.					
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) □ (b) ⊠						
3	SEC USE ON	ILY					
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)					
	00	00					
5	CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)					
6	_	P OR PLACE OF ORGANIZATION					
Ũ	erriller (offi						
	Delaware						
		7 SOLE VOTING POWER					
N	UMBER OF						
	SHARES	8 SHARED VOTING POWER					
	NEFICIALLY						
C	OWNED BY EACH	0					
R	REPORTING	9 SOLE DISPOSITIVE POWER					
	PERSON WITH	0					
	WITH	10 SHARED DISPOSITIVE POWER					
11	AGGREGAT	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AUGINEUAL	E AMOUNT BEAELICIALET OWNED DI EACH KELOKTINGTERSON					
	0						
12	CHECK IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13		F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	0%	PORTING PERSON (SEE INSTRUCTIONS)					
14	I I FE OF KE	a okting i ekson (see instructions)					
	00						

1	NAMES OF I	REPOI	RTING PERSONS			
	Blackstone Inc.					
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠					
	(a) 🗆 (b)					
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)			
	00					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	POR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES NEFICIALLY	8	SHARED VOTING POWER			
	OWNED BY		0			
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON WITH		0			
	WIIII	10	SHARED DISPOSITIVE POWER			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0					
12		HE AC	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13		F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	0%					
14		PORT	ING PERSON (SEE INSTRUCTIONS)			
	СО					
	0					

1	NAMES OF I	REPOI	RTING PERSONS			
	Blackstone G	roup N	Aanagement L.L.C.			
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) \Box (b) \boxtimes					
3	SEC USE ON	LY				
4	SOURCE OF	FUNI	DS (SEE INSTRUCTIONS)			
	00					
5	CHECK IF D	ISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZENSHI	POR	PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	UMBER OF		0			
DE	SHARES NEFICIALLY	8	SHARED VOTING POWER			
	OWNED BY		0			
R	EACH REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON WITH		0			
	WIIH	10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0					
12		HE AG	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13		F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	0%					
14		PORT	ING PERSON (SEE INSTRUCTIONS)			
	00					
	00					

CUSII NO. 15125X506						
1	NAMES OF REPORTING PERSONS					
	Stephen A. Schwarzman					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) \Box (b) \boxtimes					
3	SEC USE ONLY					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	00					
5	5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)					
	_					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
0	UTIZENSHIP OK PLACE OF OKGANIZATION					
	United States					
7 SOLE VOTING POWER						
N	UMBER OF SHARES	8				
BE	NEFICIALLY	8	SHARED VOTING POWER			
OWNED BY EACH REPORTING PERSON			0			
		9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			0			
11	· ·					
	0					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	TERCENT OF CEASS REFRESENTED DT AMOUNT IN ROW (11)					
	0%					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	IN					
	IN					

This Amendment No. 8 ("Amendment No. 8") to Schedule 13D relates to the common stock, par value \$0.01 per share (<u>Common Stock</u>"), of Callon Petroleum Company, a Delaware corporation (the "<u>Issuer</u>"), and amends and supplements the initial statement on Schedule 13D filed on October 12, 2021, as previously amended by the Amendment No. 1 to the Schedule 13D filed on January 6, 2022, the Amendment No. 2 to the Schedule 13D filed on March 10, 2022, the Amendment No. 3 to the Schedule 13D filed on April 6, 2022, the Amendment No. 4 to the Schedule 13D filed on April 20, 2022, the Amendment No. 5 to the Schedule 13D filed on June 13, 2022, the Amendment No. 6 to the Schedule 13D filed on April 20, 2022, the Amendment No. 7 to the Schedule 13D filed January 25, 2023 (as so previously amended, the "<u>Schedule 13D</u>"). 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. 8 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 8 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 update Achedule I attached hereto.

Item 5. Interest in Securities of the Issuer.

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

(a) - (c) As a result of the closing of the transaction between the Issuer and APA Corporation (the <u>Transaction</u>"), which occurred on April 1, 2024, as reported by the Issuer, the Reporting Persons disposed of all shares of Issuer stock for shares of common stock of APA Corporation, and no longer beneficially own any shares of stock of the Issuer.

(e) Effective as of the closing of the Transaction, the Reporting Persons ceased to be the beneficial owners of any Issuer securities. The filing of this Amendment No. 8 represents the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons.

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 3, 2024

BPP HOLDCO LLC

By: <u>/s/ Brijesh Kalaria</u> Name: Brijesh Kalaria Title: Vice President

BX PRIMEXX TOPCO LLC

By: <u>/s/ Brijesh Kalaria</u> Name: Brijesh Kalaria Title: Vice President

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

By: <u>/s/ Omar Rehman</u> Name: Omar Rehman Title: Secretary

BLACKSTONE ENERGY MANAGEMENT ASSOCIATES II L.L.C. By: Blackstone EMA II L.L.C., its sole member

By: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi Title: Authorized Signatory

BLACKSTONE EMA II L.L.C.

By: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi Title: Authorized Signatory

BLACKSTONE MANAGEMENT ASSOCIATES VII L.L.C. By: BMA VII L.L.C., its sole member

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By: <u>/s/ Tabea Hsi</u> 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: <u>/s/ Tabea Hsi</u>

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: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi Title: Senior Managing Director

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi Title: Senior Managing Director

BLACKSTONE INC.

By: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi Title: Senior Managing Director

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BLACKSTONE GROUP MANAGEMENT L.L.C.

By: <u>/s/ Tabea Hsi</u> Name: Tabea Hsi Title: Senior Managing Director

STEPHEN A. SCHWARZMAN /s/ Stephen A. Schwarzman

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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.

OFFICERS:

Name	Present Principal Occupation or Employment
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.
Vikrant Sawhney	Chief Administrative Officer of Blackstone Inc.

DIRECTORS:

Name	Present Principal Occupation or Employment
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
Rochelle B. Lazarus	Chairman Emeritus & Former Chief Executive Officer, Ogilvy & Mather Worldwide
William G. Parrett	Retired CEO of Deloitte Touche Tohmatsu and retired Senior Partner of Deloitte (USA)
Ruth Porat	President and Chief Investment Officer; Chief Financial Officer of Alphabet Inc. and Google Inc.

[Schedule I to CPE - Schedule 13D/A]