Och-Ziff Capital Management Group LLC

Form 4

February 26, 2015

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KENNEY JEROME P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

Och-Ziff Capital Management Group

(Check all applicable)

LLC [OZM]

(Last)

(Middle)

3. Date of Earliest Transaction

X\_ Director 10% Owner

(Month/Day/Year)

02/24/2015

Officer (give title Other (specify below)

C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, LLC, 9

(Street)

(First)

**WEST 57TH STREET** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

NEW YORK, NY 10019

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)		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)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Restricted Share Units	(1)	02/24/2015		A	634	(2)	(2)	Class A Shares	634	\$ 0
Class A Restricted Share Units	(1)	02/24/2015		A	521	(3)	<u>(3)</u>	Class A Shares	521	\$ 0
Class A Restricted Share Units	(1)	02/24/2015		A	300	<u>(4)</u>	<u>(4)</u>	Class A Shares	300	\$ 0
Class A Restricted Share Units	(1)	02/24/2015		A	329	<u>(5)</u>	<u>(5)</u>	Class A Shares	329	\$ 0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b></b>	Director	10% Owner	Officer	Other		
KENNEY JEROME P C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 WEST 57TH STREET NEW YORK, NY 10019	X					
Signatures						
/s/ Joel M. Frank, Attorney-in-fact for Jerome P. Kenney	02	/26/2015				
**Signature of Reporting Person		Date				

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## **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).
- Each Class A Restricted Share Unit represents a right to receive one of the Issuer's Class A Shares. With respect to each vested Class A

  (1) Restricted Share Unit, the Reporting Person shall receive one of the Issuer's Class A Shares on or before the third business day following the Reporting Person's departure from the Issuer's Board of Directors.
- (2) The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on January 3, 2012. These Class A Restricted Share Units are fully vested as of January 1, 2015.
- The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on (3) January 2, 2013. Of the 14,249 Class A Restricted Share Units, 9,502 are fully vested and the remaining vest, subject to certain limited exceptions, in full on January 1, 2016.
- The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on (4) January 2, 2014. Of the 8,213 Class A Restricted Share Units, 2,739 are fully vested and the remaining vest, subject to certain limited exceptions, in equal installments on January 1, 2016 and January 1, 2017.
- The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on

  (5) January 2, 2015. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on the first through third anniversaries of January 1, 2015.

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.