### Edgar Filing: Sipp Thomas Michael - Form 4

FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION       OMB APPROVAL         Mumber:       3235-0287         Check this box       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       Expires:       2002         Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       Expires:       2002         Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       OHB approx       Expires:       2002         obligations       Section 17(a) of the Public Utility Holding Company Act of 1940       1935 or Section       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Company Company Compublic Utility Holding Company Company Comp	Sipp Thomas Mi	chael									
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Washington, D.C. 20549         Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2002         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1940       Securities Exchange Act of 1935, Securities Exchange Act of 1940         1(b).       Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol Och-Ziff Capital Management Group LLC [OZM]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director Vertice (Group Filing(Check Applicable)         (City)       (State)       (Zap)       Table 1 - Non-Derivative Securities Acquired, bipsoed of, or Beepring Person Form filed by More than One Reporting Person         (City)       (State)       (Zap)       Scurities State of Dispoed of (D)       6. Ownership 7. Nature of Form: Direct Indirect Applicable Line) Code       6. Amount of Scurities State of Dispoed of (D)       6. Ownership 7. Nature of Form: Direct Indirect Applicable Line) Code         (City)       (State)       (Zap)       3	Form 4 January 24, 2010	)									
Check this box if no longer subject to subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2005 Estimated average burden hours per response       000         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       S. Relationship of Reporting Person(s) to Issuer         Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol Och-Ziff Capital Management Group LLC [OZM]       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Diffector Diffect Give tille Other (specify below)       Diffector C/O OCH-ZIFF CAPITAL       Diffector Other (specify below)       Diffector Diffect Give tille Other (specify below)       Diffector Check all applicable)         WANAGEMENT GROUP, 9 WEST S7TH STREET       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by More than Oae Reporting Person       6. Ownership Transaction Acquired (A) or Securities Accurities Acquired, Disposed of, or Beneficially Owned         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         (City)       (State)       (Zip)       Tansaction Date any			STATES					E COMMISSION	ОМВ		
1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         Sipp Thomas Michael       Symbol       Och-Ziff Capital Management Group LLC [OZM]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction								2005 average urs per		
Sipp Thomas Michael Symbol Och-Ziff Capital Management Group LLC [OZM] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OC/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, 9 WEST 57TH STREET (Street) (Street) (Street) (Street) (Street) (Check all applicable) (Instr. 3) (Check all applicable) (Month/Day/Year) (Check all applicable) (Check Applicable Line) (Check Applicable Line) (Check all applicable) (Check Applicable Line) (Check Applicable Line	(Print or Type Respo	onses)									
C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, 9 WEST 57TH STREET       (Month/Day/Year) 01/22/2019				Symbol Och-Ziff Capital Management Group			Issuer D				
Filed(Month/Day/Year)       Applicable Line) _X_Form filed by More Reporting Person Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       Applicable Line) _X_Form filed by More than One Reporting Person       Owned         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct       7. Nature of Form: Direct         (Month/Day/Year)       (Month/Day/Year)       6. Ownership (Instr. 8)       7. Nature of Code       5. Amount of Disposed of (D)       6. Ownership Following       7. Nature of Form: Direct         (A)       or       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership Following         (A)       or       (A)       or       (A)       (Instr. 3 and 4)       (Instr. 4)	C/O OCH-ZIFF MANAGEMEN	CAPITAL	. ,	(Month/I	Day/Year)	ransaction		X Officer (give below)	e titleOth below)	ner (specify	
(City)(State)(Zip)Table I - Non-Derivative Securities Securities Securities Securities SecuritiesS. Amount of Securities any (Month/Day/Year)S. A. Deemed Execution Date, if any (Month/Day/Year)S. A. Deemed Securities any (Month	File				-			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned (I) Ownership Following (Instr. 4)       6. Ownership Form: Direct (D) or Indirect Beneficial Ownership (Instr. 4)         (A) or Code V Amount (D) Price       Or Code V Amount (D) Price       Or Code V Amount (D) Price       1. Securities (Instr. 3 and 4)	(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A		of, or Beneficia	lly Owned	
	Security (Mo		Execution any	ed Date, if	3. Transaction Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities H Beneficially ( Owned ( Following ( Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
reninger, report on a separate file for each class of securities beneficially owned uncerty of indirectly.	Reminder: Report o	n a separate lin	e for each cl	ass of sec				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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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. Transact Code (Instr. 8)	iorDerivati Securitie Acquired or Dispo (D)	(Instr. 3, 4,				8. Pr Deri Secu (Inst	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Restricted Share Units	<u>(1)</u>	01/22/2019		A	31,061		(2)	(2)	Class A Shares	31,061	
Class A Restricted Share Units	<u>m</u>						<u>(3)</u>	(3)	Class A Shares	311,878	

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# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Sipp Thomas Michael C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP 9 WEST 57TH STREET NEW YORK, NY 10019			Chief Financial Officer				
Signatures							
/s/ Wayne N. Cohen, power of attorney for Thomas Mic Sipp	hael	01/24/2	2019				

\*\*Signature of Reporting Person

# **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, at the election of the administrator of the applicable plan (currently the Issuer's (1) Compensation Committee), a right to receive one of the Issuer's Class A Shares or the cash value thereof, upon the vesting date.

The Class A Restricted Share Units relate to Class A Restricted Share Units approved by the Issuer's Compensation Committee on (2) January 22, 2019, which will be granted effective January 31, 2019. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on January 31, 2020, January 31, 2021 and January 31, 2022.

The Class A Restricted Share Units relate to Class A Restricted Share Units granted on May 3, 2018. The Class A Restricted Share (3) Units vest, subject to certain limited exceptions, in equal installments on May 3, 2019, May 3, 2020 and May 3, 2021.

#### **Remarks:**

Share amounts presented throughout this form have been adjusted to give effect to the Issuer's 1-for-10 reverse stock split that Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Date

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