

Shafir Robert Scott  
 Form 4  
 February 06, 2019

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Shafir Robert Scott

2. Issuer Name and Ticker or Trading Symbol  
 Och-Ziff Capital Management Group LLC [OZM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/05/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, 9 WEST 57TH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 (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 (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Class A Shares	02/05/2019		M			373,256 (1)	A	(1)	373,256	D	

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

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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. I. Der. Sec. (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Restricted Share Units	(2)	02/05/2019		M		(3)	(3)	Class A Shares	53,141
Class A Restricted Share Units	(2)	02/05/2019		M		(4)	(4)	Class A Shares	320,115
Class A Restricted Share Units	(2)					(5)	(5)	Class A Shares	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shafir Robert Scott C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP 9 WEST 57TH STREET NEW YORK, NY 10019	X		Chief Executive Officer	

## Signatures

/s/ Wayne N. Cohen, power of attorney for Robert Scott  
Shafir

02/06/2019

\_\_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) The transaction reported on this line represents the vesting of Class A Restricted Share Units as presented in Table II below.

(2) Each Class A Restricted Share Unit represents, at the election of the administrator of the applicable plan (currently the Issuer's 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 granted on February 5, 2018. The remaining Class A  
(3) Restricted Share Units vest, subject to certain limited exceptions, in equal installments on February 5, 2020, February 5, 2021 and February 5, 2022.

(4) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on February 5, 2018. The remaining Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on February 5, 2020, February 5, 2021 and

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February 5, 2022.

The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2019. The Class A Restricted Share  
(5) Units vest, subject to certain limited exceptions, in equal installments on January 31, 2020, January 31, 2021, January 31, 2022 and  
January 31, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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