

Levine David Michael
Form 4
March 05, 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 *
Levine David Michael

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

(Last) (First) (Middle)
C/O OCH-ZIFF CAPITAL
MANAGEMENT GROUP, 9 WEST
57TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

(Street)
NEW YORK, NY 10019

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

(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	03/01/2019		M	7,961 (1) A (2)	7,961	D	
Class A Shares	03/01/2019		S	7,961 D \$ 12.7567 (3)	0	D	

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

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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. 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. 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	(2)	03/01/2019		M	7,961	(4)	(4)	Class A Shares	7,961
Class A Restricted Share Units	(2)					(5)	(5)	Class A Shares	26,718

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levine David Michael C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP 9 WEST 57TH STREET NEW YORK, NY 10019			Chief Legal Officer	

Signatures

/s/ David Michael
Levine

03/05/2019

__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 amount shown represents the vesting of the Class A Restricted Share Units held by the Reporting Person.
- (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.
- (3)

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The Class A Shares were sold at prices ranging from \$12.62 to \$12.92. Upon request, the Reporting Person will provide to the U.S. Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of Class A Shares sold at each separate price.

- (4) The Class A Restricted Share Units relate to outstanding Class A Restricted Share Units granted on January 23, 2017. The remaining Class A Restricted Share Units vest, subject to certain limited exceptions, as follows: 2,668 on September 13, 2019; 7,962 on March 2, 2020; 2,668 on September 14, 2020; and 5,082 on March 1, 2021.

- (5) The Class A Restricted Share Units relate to Class A Restricted Share Units approved by the Issuer's Compensation Committee on 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.

Remarks:

All sales listed on this Form 4 were made by the Reporting Person pursuant to a pre-established plan that is intended to comply

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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