

Principal Holdings I LP
Form 3
October 18, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â Fortress Investment Group
LLC

(Last) (First) (Middle)

1345 AVENUE OF THE
AMERICAS,Â 46TH FLOOR

(Street)

NEW YORK,Â NYÂ 10105

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/18/2017

3. Issuer Name **and** Ticker or Trading Symbol
Mosaic Acquisition Corp. [MOSC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date Expiration Title Amount or
Exercisable Date Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			Shares			or Indirect (I) (Instr. 5)	
Class F ordinary shares, par value \$0.0001 per share	Â (1)	Â (1)	Class A ordinary shares, par value \$0.0001 per share	4,297,500	\$ (1)	I	See Explanation of Responses (1) (2) (3) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	Â	Â	Â	Â
FIG Asset Co. LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	Â	Â	Â	Â
Principal Holdings I LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	Â	Â	Â	Â
Fortress Mosaic Sponsor LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	Â	Â	Â	Â

Signatures

/s/ David N. Brooks, Authorized Signatory, FORTRESS INVESTMENT GROUP LLC	10/18/2017
__Signature of Reporting Person	Date
/s/ David N. Brooks, Authorized Signatory, FIG ASSET CO. LLC	10/18/2017
__Signature of Reporting Person	Date
/s/ David N. Brooks, Authorized Signatory, PRINCIPAL HOLDINGS I LP	10/18/2017
__Signature of Reporting Person	Date
/s/ David N. Brooks, Authorized Signatory, FORTRESS MOSAIC SPONSOR LLC	10/18/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Fortress Mosaic Sponsor LLC ("Sponsor") directly owns 4,297,500 Class F ordinary shares, par value \$0.0001 per share (the "Class F Shares"), of Mosaic Acquisition Corp. (the "Issuer"), including 562,500 Class F Shares that are subject to forfeiture if the underwriters of the Issuer's initial public offering do not exercise in full an option granted to it to cover over-allotments. Pursuant to the Amended and

- (1) Restated Memorandum and Articles of Association of the Issuer, the Class F Shares have no expiration date and (i) are convertible into Class A ordinary shares, par value \$0.0001 per share ("Class A Shares"), of the Issuer at any time at the option of the holder on a one-for-one basis and (ii) will automatically convert into Class A Shares at the time of the Issuer's initial business combination on a one-for-one basis, in each case, subject to adjustment.

The managing member of the Sponsor is Principal Holdings I LP ("Holdings"), whose general partner is FIG Asset Co. LLC ("FIG"),

(2) whose sole member is Fortress Investment Group LLC ("Fortress" and, together with Sponsor, Holdings and FIG, "the Reporting Persons").

- Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (3)

- Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for
- (4) purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

^

Remarks:

Exhibit^ 99.1^ Joint^ Filer^ Information,^ incorporated^ herein^ by^ reference.

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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