

Levin James S
 Form 4
 February 11, 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 *
 Levin James S

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)
 02/07/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Investment 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)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Group A Units	<u>(1)</u>	02/07/2019		D	629,733	<u>(1)</u>	<u>(1)</u>	Class A Shares	629,733
Group A Units	<u>(1)</u>	02/07/2019		D	141,315	<u>(1)</u>	<u>(1)</u>	Class A Shares	141,315

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levin James S C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP 9 WEST 57TH STREET NEW YORK, NY 10019			Chief Investment Officer	

Signatures

/s/ Wayne N. Cohen, power of attorney for James S. Levin
02/11/2019

**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) One Group A Unit consists of one Class A Common Unit of each of OZ Advisors LP, OZ Advisors II LP and OZ Management LP (collectively, the "Oz Operating Group"). Pursuant to an exchange agreement, the Reporting Person may, subject to the vesting and minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Oz Operating Group, exchange Group A Units for Class A Shares of the Issuer on a one-for-one basis, subject to exchange rate adjustments for splits, distributions and reclassifications. Upon the exchange of one Group A Unit for one Class A Share, one Class B Share will be canceled for no consideration.
- (2) These units were not sold, rather they were cancelled in connection with the Recapitalization more fully described in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2019 (the "Form 8-K"). Upon the Recapitalization Closing, the Reporting Person's Class A Units of the Surviving Partnerships are not equity securities of the Issuer within the meaning of Rule 16a-1(d). The terms Recapitalization, Recapitalization Closing and Surviving Partnerships have the meanings defined in the Form 8-K.
- (3) The Group A Units listed here are held in trusts. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person herein states that this filing shall not be deemed an admission that he or any trust is the beneficial owner of any such interests, and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.

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.

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