

Bass Daniel
Form 4
December 27, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bass Daniel

2. Issuer Name **and** Ticker or Trading
Symbol
Fortress Investment Group LLC
[FIG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1345 AVENUE OF THE
AMERICAS, 46TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2017

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

Chief Financial Officer

NEW YORK, NY 10105

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Shares	12/27/2017		D ⁽¹⁾		112,884	D	<u>1</u>	0	D	
Class A Shares	12/27/2017		D ⁽¹⁾		38,000	D	<u>1</u>	0	I	Daniel N. Bass Insurance Trust
Class A Shares	12/27/2017		D ⁽¹⁾		225,000	D	<u>1</u>	0	I	2016 Grantor Annuity Trust

Daniel N.
Bass
Insurance
Trust
2016
Grantor
Annuity
Trust

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

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(9-02)

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. I De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(2)	12/27/2017		D(3)	398,080	(4)	(5)	Class A Shares	398,080 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bass Daniel 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	Chief Financial Officer

Signatures

/s/ Daniel N. Bass
12/27/2017

__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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of February 14, 2017, as amended by Amendment No. 1, dated as of July 7, 2017 ("Merger Agreement"), by and among the issuer, SB Foundation Holdings LP. ("Parent") and Foundation Acquisition LLC, a wholly owned subsidiary of Parent, pursuant to which each of the issuer's outstanding Class A shares were converted into the right to receive \$8.08 in cash, without interest, less any applicable taxes required to be withheld.

(2) Each Restricted Share Unit represented a contingent right to one Class A Share.

(3) Disposed of pursuant to the Merger Agreement, pursuant to which each restricted stock unit relating to the issuer's Class A shares, whether vested but not yet delivered or unvested, that was outstanding immediately prior to the effective time of the merger was cancelled and converted as of the effective time of the merger into the right of the holder thereof to receive a cash payment equal to the per-share merger consideration of \$8.08, without interest, less any applicable withholding taxes.

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(4) See Issuer Proxy statement for information on vesting dates.

(5) The rights attaching to Restricted Share Units generally terminate upon termination of employment.

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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