

Edgar Filing: Fortress Investment Group LLC - Form 13F-HR

Fortress Investment Group LLC  
Form 13F-HR  
February 17, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2008

Check here if Amendment [ ]; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fortress Investment Group LLC  
Address: 1345 Avenue of the Americas, 46th Flr.  
New York, NY 10105

13F File Number: 28-12421

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David Brooks  
Title: Secretary, VP and General Counsel  
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ David Brooks New York, NY February 17, 2009

Report Type (Check only one.):

[ X] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 13  
Form13F Information Table Entry Total: 90  
Form13F Information Table Value Total: \$798,053 (thousands)  
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
1	28-12421	Fortress Investment Group LLC
2	28-12417	FIG Corp
3	28-12418	Fortress Operating Entity I LP
4	28-10806	FIG LLC
5	28-10807	Drawbridge Global Macro Advisors LLC
6	28-11237	Drawbridge Special Opportunities Advisors LLC
7	28-11538	Fortress Fund MM LLC
8	28-11537	Fortress Fund MM II LLC
9	28-10162	FIG Advisors LLC
10	28-12420	RIC Coinvestment Fund GP LLC
11	28-12416	Fortress Investment Fund GP Holdings LLC
12	28-12512	Fortress Fund III GP LLC
13	28-12439	Fortress Operating Entity II LP
14	28-13249	Fortress Commodities Advisors LLC

### FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
ADVANCED TECHNOLOGY ACQU COR	*W EXP 06/18/201	007556111	37	1856250	SH		DEFINED	1 2
ADVANCED TECHNOLOGY ACQU COR	COM	007556103	13903	1856250	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	103966	21750002	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	17328	3625000	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	20008	4185875	SH		DEFINED	1 2
ALCOA INC	COM	013817101	11260	1000000	SH	CALL	DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	*W EXP 08/01/201	02149U119	109	1210250	SH		DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	COM	02149U101	10629	1150300	SH		DEFINED	1 2
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	2891	104334	SH		DEFINED	1 2
ASIA SPECIAL SIT ACQST CORP	SHS	G0538M105	5889	650000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	98213	17600867	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	185412	33228000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	698	125000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	55404	9929000	SH		DEFINED	1 2
CAPITOL ACQUISITION CORP DEL	*W EXP 11/08/201	14055E112	98	750000	SH		DEFINED	1 2
CHINA HLDGS ACQUISITION CORP	*W EXP 11/16/201	16942N114	10	990000	SH		DEFINED	1 2
CHINA HLDGS ACQUISITION CORP	COM	16942N106	8811	990000	SH		DEFINED	1 2
COLUMBUS ACQUISITION CORP	*W EXP 05/18/201	198851115	2	72700	SH		DEFINED	1 2
COLUMBUS ACQUISITION CORP	COM	198851107	2280	300000	SH		DEFINED	1 2
DANA HOLDING CORP	COM	235825205	1886	1401471	SH		DEFINED	1 2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1826	30975	SH		DEFINED	1 2
ENTERPRISE ACQUISITION CORP	*W EXP 11/07/201	29365R116	16	500000	SH		DEFINED	1 2
ENTERPRISE ACQUISITION CORP	COM	29365R108	4586	500000	SH		DEFINED	1 2
GATEHOUSE MEDIA INC	COM	367348109	320	1334011	SH		DEFINED	1 2
GATEHOUSE MEDIA INC	COM	367348109	37	725800	SH		DEFINED	1 2
GATEHOUSE MEDIA INC	COM	367348109	882	22050000	SH		DEFINED	1 2
GENERAL ELECTRIC CO	COM	369604103	7452	460000	SH	PUT	DEFINED	1 2
GENERAL GROWTH PPTYS INC	COM	370021107	40	30900	SH		DEFINED	1 2
GENERAL MTRS CORP	DEB SR CONV B	370442733	172	49945	SH		DEFINED	1 2
GENESIS LEASE LTD	ADR	37183T107	637	225200	SH		DEFINED	1 2
GLOBAL BRANDS ACQUISITION CO	*W EXP 12/06/201	378982110	76	1500000	SH		DEFINED	1 2
GLOBAL BRANDS ACQUISITION CO	COM	378982102	9090	990200	SH		DEFINED	1 2
GLOBAL CONSUMER ACQST CORP	COM	378983100	8181	903000	SH		DEFINED	1 2

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GLOBAL CONSUMER ACQST CORP	UNIT 99/99/9999	378983209	46	575500	SH	DEFINED	1	2	
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	2006	202000	SH	DEFINED	1	2	
GOLDEN POND HEALTHCARE INC	*W EXP 11/06/201	38116J117	22	750000	SH	DEFINED	1	2	
GOLDEN POND HEALTHCARE INC	COM	38116J109	1808	250000	SH	DEFINED	1	2	
GRAFTECH INTL LTD	COM	384313102	2996	360100	SH	DEFINED	1	2	
HICKS ACQUISITION CO I INC	COM	429086309	5241	574100	SH	DEFINED	1	2	
HIGHLANDS ACQUISITION CORP	COM	430880104	3661	398000	SH	DEFINED	1	2	
IDEATION ACQUISITION CORP	*W EXP 11/19/201	451665111	8	250000	SH	DEFINED	1	2	
IDEATION ACQUISITION CORP	COM	451665103	1622	225000	SH	DEFINED	1	2	
ISHARES TR	DJ US TELECOMM	464287713	520	31550	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	8740	350000	SH	DEFINED	1	2	
KBL HEALTHCARE ACQUIS CORP I	*W EXP 07/18/201	48241N115	13	658100	SH	DEFINED	1	2	
KBL HEALTHCARE ACQUIS CORP I	COM	48241N107	4877	658100	SH	DEFINED	1	2	
LIBERTY ACQUISITION HLDGS CO	*W EXP 12/12/201	53015Y115	123	336900	SH	DEFINED	1	2	
LIBERTY ACQUISITION HLDGS CO	COM	53015Y107	5586	673800	SH	DEFINED	1	2	
MBF HEALTHCARE ACQUISITION C	*W EXP 04/16/201	552650111	30	587500	SH	DEFINED	1	2	
MECHEL OAO	SPONSORED ADR	583840103	700	175000	SH	CALL	DEFINED	1	2
MICROSOFT CORP	COM	594918104	227	11700	SH	DEFINED	1	2	
NAVIOS MARITIME ACQUIS CORP	*W EXP 06/25/201	Y62159119	281	1250000	SH	DEFINED	1	2	
NAVIOS MARITIME ACQUIS CORP	SHS	Y62159101	10626	1250000	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	862	1025729	SH	DEFINED	1		
NEWCASTLE INVT CORP	COM	65105M108	161	191600	SH	DEFINED	1	2	
NEWFIELD EXPL CO	COM	651290108	4938	250000	SH	PUT	DEFINED	1	2
NORTHWESTERN CORP	COM NEW	668074305	19840	845347	SH	DEFINED	1	2	
ODYSSEY MARINE EXPLORATION I	COM	676118102	2628	816031	SH	DEFINED	1	2	
PENN NATL GAMING INC	COM	707569109	3365	157377	SH	DEFINED	1	2	
POWERSHS DB US DOLLAR INDEX	DOLL INDX BULL	73936D107	272	11000	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	*W EXP 11/14/201	74347T111	64	924800	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	COM	74347T103	3402	371800	SH	DEFINED	1	2	
SAPPHIRE INDUSTRIALS CORP	*W EXP 01/17/201	80306T117	166	1000000	SH	DEFINED	1	2	
SAPPHIRE INDUSTRIALS CORP	COM	80306T109	9150	1000000	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	533	22314	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	415	15648	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	538	11255	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	386	25050	SH	DEFINED	1	2	
SMITHFIELD FOODS INC	COM	832248108	22512	1600000	SH	CALL	DEFINED	1	2
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	239	20000	SH	CALL	DEFINED	1	2
STONELEIGH PARTNERS ACQUS CO	*W EXP 05/31/201	861923126	16	500000	SH	DEFINED	1	2	
STONELEIGH PARTNERS ACQUS CO	COM	861923100	9730	1247500	SH	DEFINED	1	2	
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	2276	293672	SH	DEFINED	1	2	
TREMISIS ENERGY ACQ CORP II	*W EXP 12/05/201	89472N119	88	1100000	SH	DEFINED	1	2	
TREMISIS ENERGY ACQ CORP II	COM	89472N101	5917	821800	SH	DEFINED	1	2	
TRIAN ACQUISITION I CORP	*W EXP 01/23/201	89582E116	183	798200	SH	DEFINED	1	2	
TRIAN ACQUISITION I CORP	COM	89582E108	12458	1398200	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	*W EXP 10/22/201	89677G117	176	2501700	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	COM	89677G109	24797	2740000	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	UNIT 07/12/2012	89677G208	522	57800	SH	DEFINED	1	2	
UAL CORP	COM NEW	902549807	7658	694900	SH	DEFINED	1	2	
UAL CORP	COM NEW	902549807	3967	360000	SH	CALL	DEFINED	1	2
UNITED REFINING ENERGY CORP	*W EXP 12/11/201	911360113	160	1600000	SH	DEFINED	1	2	
UNITED REFINING ENERGY CORP	COM	911360105	12460	1350000	SH	DEFINED	1	2	
VICTORY ACQUISITION CORP	*W EXP 04/24/201	92644D118	22	367000	SH	DEFINED	1	2	
VICTORY ACQUISITION CORP	COM	92644D100	14540	1499000	SH	DEFINED	1	2	
WILLBROS GROUP INC	COM	969199108	384	45350	SH	DEFINED	1	2	
WILLIAMS COS INC DEL	COM	969457100	362	25000	SH	DEFINED	1	2	
WILLIAMS COS INC DEL	COM	969457100	5792	400000	SH	CALL	DEFINED	1	2
WILLIAMS COS INC DEL	COM	969457100	5792	400000	SH	PUT	DEFINED	1	2