

Fortress Investment Group LLC  
Form S-3/A  
October 21, 2011

As filed with the Securities and Exchange Commission on October 21, 2011

Registration No. 333-177147

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**AMENDMENT NO. 1**  
To  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**FORTRESS INVESTMENT GROUP LLC**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-5837959**  
(I.R.S. Employer  
Identification No.)

**1345 Avenue of the Americas**

**46<sup>th</sup> Floor**

**New York, New York 10105**

**(212) 798-6100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David Brooks, Esq.**

**Vice President, General Counsel and Secretary**

**Fortress Investment Group LLC**

**1345 Avenue of the Americas**

**46<sup>th</sup> Floor**

**New York, New York 10105**

**(212) 798-6100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Joseph A. Coco, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**Four Times Square**

**New York, New York 10036-6522**

**(212) 735-3000**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement as determined by the registrant.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of<br>Securities to be Registered | Amount to be<br>Registered(1)(2)(3) | Proposed<br>Maximum Offering<br>Price per Unit(1) | Proposed Maximum<br>Aggregate Offering<br>Price(1)(2)(3) | Amount of<br>Registration Fee(4) |
|---|-------------------------------------|---|--|----------------------------------|
| Class A shares  |                                     |   |  |                                  |
| Preferred Shares                                      |                                     |   |  |                                  |
| Depositary Shares                                     |                                     |   |  |                                  |
| Warrants  |                                     |   |  |                                  |
| Subscription Rights                                   |                                     |   |  |                                  |
| Purchase Contracts                                    |                                     |   |  |                                  |
| Purchase Units  |                                     |   |  |                                  |
| <b>Total</b>  | \$1,000,000,000                     | 100%  | \$1,000,000,000  | \$114,600                        |

- (1) Not specified as to each class of securities to be registered pursuant to General Instruction II.D of Form S-3 under the Securities Act of 1933, as amended (the Securities Act).
- (2) The registrant is hereby registering an indeterminate amount and number of each identified class of the identified securities up to a proposed maximum aggregate offering price of \$1,000,000,000, which may be offered from time to time at indeterminate prices, including securities that may be purchased by underwriters. The registrant has estimated the proposed maximum aggregate offering price solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act. Securities registered hereunder may be sold separately or together with other securities registered hereunder.
- (3) The registrant is hereby registering an indeterminate amount and number of each identified class of the identified securities as may be issued upon conversion, exchange, exercise or settlement of any other securities that provide for such conversion, exchange, exercise or settlement.
- (4) Calculated pursuant to Rule 457(o) and Rule 457(p) under the Securities Act. The amount of the filing fee previously paid that is offset against the currently due filing fee is \$30,261. The file number of the earlier registration statement from which the filing fee is offset is 333-153689. The earlier registration statement was filed by Fortress Investment Group LLC on September 26, 2008 (the initial filing date).

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.**



**Explanatory Note**

This Amendment is filed solely to file the exhibits indicated in Item 16 of Part II. No change is made to the preliminary prospectus constituting Part I of the Registration Statement or Items 14, 15, or 17 of Part II of the Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. List of Exhibits.**

The following is a list of all exhibits filed as a part of this registration statement on Form S-3.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Form of Underwriting Agreement*   |
| 4.1                | Specimen Certificate evidencing the Registrant's Class A shares (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-138514), Exhibit 4.1)   |
| 4.2                | Form of Shareholders Agreement, by and among the Registrant, Peter Briger, Wesley Edens, Randal Nardone, Robert Kauffman, and Michael Novogratz (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-138514), Exhibit 4.2) |
| 4.3                | Investor Shareholder Agreement, dated January 17, 2007, by and between the Registrant and Nomura Investment Managers U.S.A., Inc. (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-138514), Exhibit 4.3)               |
| 4.4                | Form of Preferred Share Certificate*  |
| 4.5                | Form of Deposit Agreement*  |
| 4.6                | Form of Depositary Receipt*   |
| 4.7                | Form of Warrant Agreement (including warrant certificate)*  |
| 4.8                | Form of Subscription Rights Agreement (including form of subscription rights certificate)*  |
| 4.9                | Form of Stock Purchase Contract (including form of stock purchase contract certificate)*  |
| 4.10               | Form of Stock Purchase Unit (including form of stock purchase unit)*  |
| 5.1                | Legality Opinion of Skadden, Arps, Slate, Meagher & Flom LLP**  |
| 23.1               | Consent of Ernst & Young LLP  |
| 23.2               | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)**   |
| 24.1               | Powers of Attorney  |

\* To be filed, if necessary, as an exhibit to a Current Report on Form 8-K of the Registrant and incorporated herein by reference.

\*\* Filed herewith.  
Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 21<sup>st</sup> day of October, 2011.

FORTRESS INVESTMENT GROUP LLC

By: /s/ David N. Brooks  
 Name: David N. Brooks  
 Title: General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>          | <b>Title</b>                          | <b>Date</b>      |
|---------------------------|---------------------------------------|------------------|
| *<br>Daniel H. Mudd       | Chief Executive Officer and Director  | October 21, 2011 |
| *<br>Daniel N. Bass       | Chief Financial Officer               | October 21, 2011 |
| *<br>John A. Konawalik    | Principal Accounting Officer          | October 21, 2011 |
| *<br>Wesley R. Edens      | Co-Chairman of the Board of Directors | October 21, 2011 |
| *<br>Peter L. Briger, Jr. | Co-Chairman of the Board of Directors | October 21, 2011 |
| *<br>Robert I. Kauffman   | Director                              | October 21, 2011 |



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| Signature  | Title    | Date             |
|--|----------|------------------|
| *  | Director | October 21, 2011 |
| Randal A. Nardone  |          |                  |
| *  | Director | October 21, 2011 |
| Michael E. Novogratz   |          |                  |
| *  | Director | October 21, 2011 |
| Richard N. Haass   |          |                  |
| *  | Director | October 21, 2011 |
| Douglas L. Jacobs  |          |                  |
| *  | Director | October 21, 2011 |
| David B. Barry   |          |                  |
| *  | Director | October 21, 2011 |
| Takumi Shibata   |          |                  |
| *  | Director | October 21, 2011 |
| George W. Wellde, Jr.  |          |                  |
| By: /s/ David N. Brooks<br>David N. Brooks<br>Attorney-in-Fact |          |                  |

**EXHIBIT INDEX**

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