

Och-Ziff Capital Management Group LLC  
Form 8-K  
August 06, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): August 6, 2008**

**OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC**

**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**

**(State or Other Jurisdiction of Incorporation)**

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**001-33805**  
(Commission File Number)

**26-0354783**  
(IRS Employer Identification No.)

**9 West 57<sup>th</sup> Street, New York, New York**  
(Address of Principal Executive Offices)

**10019**  
(Zip Code)

**212-790-0041**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On August 6, 2008, Och-Ziff Capital Management Group LLC (the Company) issued a press release reporting its financial results for the quarter ended June 30, 2008. A copy of the Company's press release is attached as Exhibit 99.1 and is incorporated by reference.

The information in this Current Report on Form 8-K, including the Exhibit attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

The Company is making references to non-GAAP financial information in both the press release and the conference call the Company is hosting on August 6, 2008 to discuss its second quarter 2008 results. A reconciliation of these non-GAAP financial measures to the most comparable GAAP financial measures is contained in the press release. These non-GAAP financial measures should be considered in addition to and not as a substitute for, or superior to, financial measures presented in accordance with GAAP.

**Item 8.01. Other Events.**

On August 6, 2008, the Company announced that its Board of Directors declared that the Company's second quarter 2008 dividend will be \$0.11 per Class A share representing Class A limited liability company interests of the Company (the Class A Share). The cash dividend will be paid on August 12, 2008 to holders of record of the Class A Shares on July 1, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of the Company, dated August 6, 2008, reporting financial results for the quarter ended June 30, 2008 and the announcement of a dividend.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
(Registrant)

By: /s/ Joel M. Frank  
Joel M. Frank  
Chief Financial Officer

August 6, 2008

**Exhibit Index**

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