

Och-Ziff Capital Management Group LLC
Form 8-K
May 12, 2011

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): May 10, 2011

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 57th 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 5.07 Submission of Matters to a Vote of Security Holders

(a) The Annual Meeting of Shareholders of Och-Ziff Capital Management Group LLC (the Company) was held on May 10, 2011.

(b) At the Annual Meeting, the Shareholders:

- (i) elected Joel M. Frank and Allan S. Bufferd to serve as Class I directors of the Company, both to serve for a three-year term and until their successors are duly elected or appointed and qualified;
- (ii) ratified the selection of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2011;
- (iii) approved the advisory vote on executive compensation; and
- (iv) approved holding future advisory votes on executive compensation every three years.

Set forth below, with respect to each matter above are, as applicable, the number of votes cast for or against, the number of abstentions and the number of broker non-votes:

1. Election of Directors.

Nominee	Votes For	Withheld	Broker Non-Votes
Joel M. Frank	297,339,108	3,363,900	15,984,355
Allan S. Bufferd	299,415,146	1,287,862	15,984,355

2. Ratification of Selection of Independent Registered Public Accounting firm.

Votes For	315,481,460
Votes Against	1,182,909
Abstentions	22,994

3. Advisory Vote on Executive Compensation.

Votes For	297,549,846
Votes Against	2,720,253
Abstentions	432,909
Broker Non-Votes	15,984,355

4. Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

3 years	278,444,262
2 years	53,265
1 year	21,773,039
Abstentions	432,442
Broker Non-Votes	15,984,355

(d) The Company's Shareholders approved, by a majority of the votes cast, the holding of future advisory votes on executive compensation once every three years. In line with this advisory vote, the Company's Board of Directors has determined to include an advisory vote on executive compensation in its proxy materials every three years until the next required advisory vote on the frequency of future advisory votes on

executive compensation.

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,

Senior Chief Operating Officer and

Executive Managing Director

May 11, 2011