

Och-Ziff Capital Management Group LLC  
Form 8-K  
November 23, 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): November 23, 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

**26-0354783**  
(IRS Employer

File Number)

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 9.01. Financial Statements and Exhibits.**

On November 18, 2011, the Company filed a prospectus supplement to its Registration Statement on Form S-3 (File No. 333-177993) relating to the offer and sale (the "Class A Shares Offering") of up to 35,833,333 Class A Shares (the "Securities"). In connection therewith, the Company is filing as an exhibit to this report the opinion of Skadden, Arps, Slate, Meagher & Flom LLP with respect to the validity of the Securities.

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to legality (including consent of such firm).
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).

**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

November 23, 2011

**Exhibit Index**

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