

Shafir Robert Scott
 Form 4
 February 07, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Shafir Robert Scott

2. Issuer Name and Ticker or Trading Symbol
 Och-Ziff Capital Management Group LLC [OZM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 WEST 57TH STREET, 39TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
			Code	V			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class A Restricted Share Units	(1)	02/05/2018		A	12,000,000	(2)	(2)	Class A Shares
Class A Performance-Based Restricted Share Units	(3)	02/05/2018		A	10,000,000	(4)	(4)	Class A Shares
Class A Restricted Share Units	(1)	02/05/2018		A	1,992,032	(2)	(2)	Class A Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shafir Robert Scott OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC 9 WEST 57TH STREET, 39TH FLOOR NEW YORK, NY 10019	X		Chief Executive Officer	

Signatures

/s/ Wayne N. Cohen, Attorney-in-fact for Robert Scott
Shafir

02/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each Class A Restricted Share Unit represents, at the election of the administrator of the applicable plan (currently the Issuer's Compensation Committee), a right to receive one of the Issuer's Class A Shares or the cash value thereof, upon the vesting date.
- (2) The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on February 5, 2019, February 5, 2020, February 5, 2021 and February 5, 2022.

- (3) Each Class A Performance-Based Restricted Share Unit ("PSU") represents, at the election of the administrator of the applicable plan (currently the Issuer's Compensation Committee), a right to receive one of the Issuer's Class A Shares or the cash value thereof, if: (i) Mr. Shafir has continued in uninterrupted service until the third anniversary of the grant date (the "Service Condition"), and (ii) on or after such date, the total shareholder return on Class A Shares of the Issuer based on the average closing price on the New York Stock Exchange for the 10 trading days immediately following January 30, 2018 (the date of the public announcement of the appointment of Mr. Shafir as CEO) equals or exceeds the Performance Thresholds, as defined below (the "Performance Condition"). If a PSU has not satisfied both the Service Condition and the Performance Condition by the sixth anniversary of the grant date, it will be forfeited and canceled immediately.

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- (4) The Performance Condition, as defined in footnote (3), is defined as follows: 20% of PSUs vest if a total shareholder return of 25% is achieved; an additional 40% of PSUs vest if a total shareholder return of 50% is achieved; an additional 20% of PSUs vest if a total shareholder return of 75% is achieved; and the final 20% of PSUs vest if a total shareholder return of 125% is achieved. In each case, the Performance Condition must be met for each threshold by the sixth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.