

Cohen Wayne
Form 4
February 11, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Cohen Wayne

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Last) (First) (Middle)
C/O OCH-ZIFF CAPITAL
MANAGEMENT GROUP, 9 WEST
57TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2019

(Street)
NEW YORK, NY 10019

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

(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)	Price		
				Code	V	Amount	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

Edgar Filing: Cohen Wayne - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Restricted Share Units	(1)	02/07/2019		A	7,422	(2)	(2)	Class A Shares	7,422
Group A Units	(3)	02/07/2019		D	314,215	(3)	(3)	Class A Shares	314,215
Group A Units	(3)	02/07/2019		D	40,734	(3)	(3)	Class A Shares	40,734

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Wayne C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP 9 WEST 57TH STREET NEW YORK, NY 10019			President and COO	

Signatures

/s/ Wayne
Cohen

02/11/2019

**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 relate to Class A Restricted Share Units granted on February 7, 2019. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on January 1, 2020, January 1, 2021 and January 1, 2022.

One Group A Unit consists of one Class A Common Unit of each of OZ Advisors LP, OZ Advisors II LP and OZ Management LP (collectively, the "Oz Operating Group"). Pursuant to an exchange agreement, the Reporting Person may, subject to the vesting and minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Oz Operating Group, exchange Group A Units for Class A Shares of the Issuer on a one-for-one basis, subject to exchange rate adjustments for splits, distributions and reclassifications. Upon the exchange of one Group A Unit for one Class A Share, one Class B Share will be canceled for no consideration.
- (3)

Edgar Filing: Cohen Wayne - Form 4

These units were not sold, rather they were cancelled in connection with the Recapitalization more fully described in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2019 (the "Form 8-K"). Upon the

- (4) Recapitalization Closing, the Reporting Person's Class A Units of the Surviving Partnerships are not equity securities of the Issuer within the meaning of Rule 16a-1(d). The terms Recapitalization, Recapitalization Closing and Surviving Partnerships have the meanings defined in the Form 8-K.

The Group A Units listed here are held in trusts. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the

- (5) Reporting Person herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any such interests, and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.

Remarks:

Share amounts presented throughout this form have been adjusted to give effect to the Issuer's 1-for-10 reverse stock split that

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.