Konawalik John Form 4 December 27, 2017

## FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Konawalik John Issuer Symbol Fortress Investment Group LLC (Check all applicable) [FIG] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 1345 AVENUE OF THE 12/27/2017 Principal Accounting Officer AMERICAS, 46TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10105

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative S	Securit	ies Ac	quired, Disposed	of, or Beneficia	lly 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. Securitie on(A) or Disp (Instr. 3, 4 a	osed of		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 Indirect Beneficial Ownership (Instr. 4)
Class A Shares	12/27/2017		D(1)	123,904	D	<u>(1)</u>	0	D	

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)

Person

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

**OMB APPROVAL** 

Estimated average

burden hours per

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January 31,

2005

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Number:

Expires:

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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 ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date ecurities (Month/Day/Year) acquired (A) or bisposed of (D) instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	(2)	12/27/2017		D(3)		210,634	<u>(4)</u>	<u>(5)</u>	Class A Shares	210,634	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Konawalik John 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105			Principal Accounting Officer					

# **Signatures**

Reporting Person

/s/ John
Konawalik 12/27/2017

\*\*Signature of 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).
- Disposed of pursuant to the Agreement and Plan of Merger, dated as of February 14, 2017, as amended by Amendment No. 1, dated as of July 7, 2017 ("Merger Agreement"), by and among the issuer, SB Foundation Holdings LP. ("Parent") and Foundation Acquisition LLC, a wholly owned subsidiary of Parent, pursuant to which each of the issuer's outstanding Class A shares were converted into the right to receive \$8.08 in cash, without interest, less any applicable taxes required to be withheld.
- (2) Each Restricted Share Unit represented a contingent right to one Class A Share.
- Disposed of pursuant to the Merger Agreement, pursuant to which each Restricted Share Unit relating to the issuer's Class A shares, whether vested but not yet delivered or unvested, that was outstanding immediately prior to the effective time of the merger was cancelled and converted as of the effective time of the merger into the right of the holder thereof to receive a cash payment equal to the per-share merger consideration of \$8.08, without interest, less any applicable withholding taxes.
- (4) See Issuer Proxy statement for information on vesting dates.
- (5) The rights attaching to Restricted Share Units generally terminate upon termination of employment.

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.

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