

Edgar Filing: Fortress Investment Group LLC - Form 13F-HR

Fortress Investment Group LLC
Form 13F-HR
November 14, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fortress Investment Group LLC
Address: 1345 Avenue of the Americas, 46th Flr.
New York, NY 10105

13F File Number: 28-12421

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David Brooks
Title: Secretary, VP and General Counsel
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ David Brooks New York, NY November 14, 2008

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 13
Form13F Information Table Entry Total: 92
Form13F Information Table Value Total: \$2,219,202 (thousands)
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

| No. | 13F File Number | Name |
|-----|-----------------|---|
| 1 | 28-12421 | Fortress Investment Group LLC |
| 2 | 28-12417 | FIG Corp |
| 3 | 28-12418 | Fortress Operating Entity I LP |
| 4 | 28-10806 | FIG LLC |
| 5 | 28-10807 | Drawbridge Global Macro Advisors LLC |
| 6 | 28-11237 | Drawbridge Special Opportunities Advisors LLC |
| 7 | 28-11538 | Fortress Fund MM LLC |
| 8 | 28-11537 | Fortress Fund MM II LLC |
| 9 | 28-10162 | FIG Advisors LLC |
| 10 | 28-12420 | RIC Coinvestment Fund GP LLC |
| 11 | 28-12416 | Fortress Investment Fund GP Holdings LLC |
| 12 | 28-12512 | Fortress Fund III GP LLC |
| 13 | 28-12439 | Fortress Operating Entity II LP |
| 14 | 28-NEW | Fortress Commodities Advisors LLC |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | OTH MANA |
|------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|-------------|
| 2020 CHINACAP ACQUIRCO INC | COM | 90212G109 | 3163 | 437000 | SH | | DEFINED | 1 2 |
| ADVANCED TECHNOLOGY ACQU COR | UNIT 06/11/2011 | 007556202 | 14163 | 1856250 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 41483 | 4185875 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 215543 | 21750002 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 35924 | 3625000 | SH | | DEFINED | 1 2 |
| ALTERNATIVE ASSET MGMT ACQU | COM | 02149U101 | 10352 | 1150300 | SH | | DEFINED | 1 2 |
| ALTERNATIVE ASSET MGMT ACQU | *W EXP 08/01/201 | 02149U119 | 388 | 1210250 | SH | | DEFINED | 1 2 |
| ANGLOGOLD ASHANTI LTD | SPONSORED ADR | 035128206 | 2410 | 104334 | SH | | DEFINED | 1 2 |
| ASIA SPECIAL SIT ACQST CORP | SHS | G0538M105 | 5818 | 650000 | SH | | DEFINED | 1 2 |
| BALLY TECHNOLOGIES INC | COM | 05874B107 | 3785 | 125000 | SH | | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 387043 | 17600867 | SH | | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 218339 | 9929000 | SH | | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 2749 | 125000 | SH | | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 730684 | 33228000 | SH | | DEFINED | 1 2 |
| CAL MAINE FOODS INC | COM NEW | 128030202 | 519 | 18900 | SH | | DEFINED | 1 2 |
| CAPITOL ACQUISITION CORP DEL | COM | 14055E104 | 9000 | 1000000 | SH | | DEFINED | 1 2 |
| CAPITOL ACQUISITION CORP DEL | *W EXP 11/08/201 | 14055E112 | 16 | 55950 | SH | | DEFINED | 1 2 |
| CAPITOL ACQUISITION CORP DEL | *W EXP 11/08/201 | 14055E112 | 232 | 750000 | SH | | DEFINED | 1 2 |
| CATERPILLAR INC DEL | COM | 149123101 | 22350 | 375000 | SH | PUT | DEFINED | 1 2 |
| CHINA HLDGS ACQUISITION CORP | UNIT 99/99/9999 | 16942N205 | 7920 | 990000 | SH | | DEFINED | 1 2 |
| COLUMBUS ACQUISITION CORP | *W EXP 05/18/201 | 198851115 | 11 | 72700 | SH | | DEFINED | 1 2 |
| COLUMBUS ACQUISITION CORP | COM | 198851107 | 2280 | 300000 | SH | | DEFINED | 1 2 |
| DANA HOLDING CORP | COM | 235825205 | 6218 | 1284588 | SH | | DEFINED | 1 2 |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 3192 | 30975 | SH | | DEFINED | 1 2 |
| ENTERPRISE ACQUISITION CORP | UNIT 99/99/9999 | 29365R207 | 1772 | 184600 | SH | | DEFINED | 1 2 |
| ENTERPRISE ACQUISITION CORP | UNIT 99/99/9999 | 29365R207 | 4626 | 500000 | SH | | DEFINED | 1 2 |
| EVOLUTION PETROLEUM CORP | COM | 30049A107 | 3838 | 1323500 | SH | | DEFINED | 1 2 |
| GATEHOUSE MEDIA INC | COM | 367348109 | 654 | 1334011 | SH | | DEFINED | 1 2 |
| GATEHOUSE MEDIA INC | COM | 367348109 | 10805 | 22050000 | SH | | DEFINED | 1 2 |
| GATEHOUSE MEDIA INC | COM | 367348109 | 453 | 925800 | SH | | DEFINED | 1 2 |
| GENERAL ELECTRIC CO | COM | 369604103 | 49725 | 1950000 | SH | PUT | DEFINED | 1 2 |
| GENERAL ELECTRIC CO | COM | 369604103 | 6375 | 250000 | SH | | DEFINED | 1 2 |

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|------------------------------|------------------|-----------|-------|---------|----|---------|---------|---|---|
| GENERAL GROWTH PPTYS INC | COM | 370021107 | 467 | 30900 | SH | DEFINED | 1 | 2 | |
| GENESIS LEASE LTD | ADR | 37183T107 | 2491 | 285000 | SH | DEFINED | 1 | 2 | |
| GLOBAL BRANDS ACQUISITION CO | COM | 378982102 | 923 | 100299 | SH | DEFINED | 1 | 2 | |
| GLOBAL BRANDS ACQUISITION CO | UNIT 99/99/9999 | 378982201 | 5661 | 599079 | SH | DEFINED | 1 | 2 | |
| GLOBAL BRANDS ACQUISITION CO | UNIT 99/99/9999 | 378982201 | 14176 | 1500000 | SH | DEFINED | 1 | 2 | |
| GLOBAL CONSUMER ACQST CORP | *W EXP 11/27/201 | 378983118 | 138 | 511000 | SH | DEFINED | 1 | 2 | |
| GLOBAL CONSUMER ACQST CORP | COM | 378983100 | 3063 | 338500 | SH | DEFINED | 1 | 2 | |
| GLOBAL CONSUMER ACQST CORP | UNIT 99/99/9999 | 378983209 | 600 | 64500 | SH | DEFINED | 1 | 2 | |
| GOLD FIELDS LTD NEW | SPONSORED ADR | 38059T106 | 1937 | 202000 | SH | DEFINED | 1 | 2 | |
| GOLDEN POND HEALTHCARE INC | UNIT 99/99/9999 | 38116J208 | 5692 | 750000 | SH | DEFINED | 1 | 2 | |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 5568 | 43500 | SH | CALL | DEFINED | 1 | 2 |
| GRAFTECH INTL LTD | COM | 384313102 | 8251 | 546000 | SH | DEFINED | 1 | 2 | |
| HECKMANN CORP | COM | 422680108 | 232 | 28200 | SH | DEFINED | 1 | 2 | |
| HECKMANN CORP | *W EXP 11/09/201 | 422680116 | 690 | 324100 | SH | DEFINED | 1 | 2 | |
| HICKS ACQUISITION CO I INC | COM | 429086309 | 5370 | 600000 | SH | DEFINED | 1 | 2 | |
| HIGHLANDS ACQUISITION CORP | COM | 430880104 | 3608 | 400000 | SH | DEFINED | 1 | 2 | |
| IDEATION ACQUISITION CORP | UNIT 99/99/9999 | 451665202 | 1812 | 250000 | SH | DEFINED | 1 | 2 | |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 24171 | 700000 | SH | PUT | DEFINED | 1 | 2 |
| KAPSTONE PAPER & PACKAGING C | COM | 48562P103 | 3112 | 490000 | SH | DEFINED | 1 | 2 | |
| KBL HEALTHCARE ACQUIS CORP I | UNIT 99/99/9999 | 48241N206 | 4804 | 658100 | SH | DEFINED | 1 | 2 | |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 215 | 1000000 | SH | CALL | DEFINED | 1 | 2 |
| LIBERTY ACQUISITION HLDGS CO | COM | 53015Y107 | 5997 | 673800 | SH | DEFINED | 1 | 2 | |
| LINN ENERGY LLC | UNIT LTD LIAB | 536020100 | 6694 | 437500 | SH | DEFINED | 1 | 2 | |
| MBF HEALTHCARE ACQUISITION C | *W EXP 04/16/201 | 552650111 | 106 | 528750 | SH | DEFINED | 1 | 2 | |
| MECHEL OAO | SPONSORED ADR | 583840103 | 3143 | 175000 | SH | CALL | DEFINED | 1 | 2 |
| MIRANT CORP NEW | COM | 60467R100 | 10517 | 575000 | SH | DEFINED | 1 | 2 | |
| NAVIOS MARITIME ACQUIS CORP | UNIT 99/99/9999 | Y62159127 | 11576 | 1250000 | SH | DEFINED | 1 | 2 | |
| NEWCASTLE | COM | 65105M108 | 6515 | 1025729 | SH | DEFINED | 1 | 2 | |
| NEWCASTLE INVT CORP | COM | 65105M108 | 1217 | 191600 | SH | DEFINED | 1 | 2 | |
| NIKE INC | CL B | 654106103 | 6690 | 100000 | SH | PUT | DEFINED | 1 | 2 |
| NORTHWEST AIRLS CORP | COM | 667280408 | 92 | 10238 | SH | DEFINED | 1 | 2 | |
| NORTHWESTERN CORP | COM NEW | 668074305 | 21244 | 845347 | SH | DEFINED | 1 | 2 | |
| ODYSSEY MARINE EXPLORATION I | COM | 676118102 | 872 | 192000 | SH | DEFINED | 1 | 2 | |
| ODYSSEY MARINE EXPLORATION I | COM | 676118102 | 17416 | 3836094 | SH | DEFINED | 1 | 2 | |
| OIL SVC HOLDRS TR | DEPOSTRY RCPT | 678002106 | 54279 | 370000 | SH | CALL | DEFINED | 1 | 2 |
| PENN NATL GAMING INC | COM | 707569109 | 4181 | 157377 | SH | DEFINED | 1 | 2 | |
| PROSPECT ACQUISITION CORP | UNIT 99/99/9999 | 74347T202 | 8554 | 924800 | SH | DEFINED | 1 | 2 | |
| PROSPECT ACQUISITION CORP | COM | 74347T103 | 1820 | 200000 | SH | DEFINED | 1 | 2 | |
| RADIOSHACK CORP | COM | 750438103 | 1728 | 100000 | SH | DEFINED | 1 | 2 | |
| RESEARCH IN MOTION LTD | COM | 760975102 | 1776 | 26000 | SH | CALL | DEFINED | 1 | 2 |
| SAPPHIRE INDUSTRIALS CORP | UNIT 99/99/9999 | 80306T208 | 9150 | 1000000 | SH | DEFINED | 1 | 2 | |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 10343 | 520000 | SH | DEFINED | 1 | 2 | |
| SMITHFIELD FOODS INC | COM | 832248108 | 25408 | 1600000 | SH | CALL | DEFINED | 1 | 2 |
| STONELEIGH PARTNERS ACQUS CO | COM | 861923100 | 9419 | 1247500 | SH | DEFINED | 1 | 2 | |
| STONELEIGH PARTNERS ACQUS CO | *W EXP 05/31/201 | 861923126 | 76 | 500000 | SH | DEFINED | 1 | 2 | |
| TARGA RESOURCES PARTNERS LP | COM UNIT | 87611X105 | 2412 | 141700 | SH | DEFINED | 1 | 2 | |
| TERRA INDS INC | COM | 880915103 | 1764 | 60000 | SH | DEFINED | 1 | 2 | |
| TREEHOUSE FOODS INC | COM | 89469A104 | 2875 | 96800 | SH | DEFINED | 1 | 2 | |
| TREMISIS ENERGY ACQ CORP II | UNIT 99/99/9999 | 89472N200 | 7976 | 1100000 | SH | DEFINED | 1 | 2 | |
| TRIAN ACQUISITION I CORP | UNIT 99/99/9999 | 89582E207 | 7303 | 798200 | SH | DEFINED | 1 | 2 | |
| TRIPLECROWN ACQUISITION CORP | COM | 89677G109 | 637 | 71949 | SH | DEFINED | 1 | 2 | |
| TRIPLECROWN ACQUISITION CORP | COM | 89677G109 | 24249 | 2740000 | SH | DEFINED | 1 | 2 | |
| TRIPLECROWN ACQUISITION CORP | *W EXP 10/22/201 | 89677G117 | 750 | 2501700 | SH | DEFINED | 1 | 2 | |
| TRIPLECROWN ACQUISITION CORP | UNIT 07/12/2012 | 89677G208 | 514 | 57800 | SH | DEFINED | 1 | 2 | |
| UNITED REFINING ENERGY CORP | UNIT 12/11/2011 | 911360204 | 14752 | 1600000 | SH | DEFINED | 1 | 2 | |
| VICTORY ACQUISITION CORP | *W EXP 04/24/201 | 92644D118 | 147 | 367000 | SH | DEFINED | 1 | 2 | |
| VICTORY ACQUISITION CORP | COM | 92644D100 | 14240 | 1499000 | SH | DEFINED | 1 | 2 | |
| WILLBROS GROUP INC | COM | 969199108 | 1202 | 45350 | SH | DEFINED | 1 | 2 | |
| WILLIAMS COS INC DEL | COM | 969457100 | 6809 | 287900 | SH | DEFINED | 1 | 2 | |
| WYETH | COM | 983024100 | 19948 | 540000 | SH | CALL | DEFINED | 1 | 2 |