

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

Fortress Investment Group LLC  
Form 13F-HR  
May 16, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2012

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: 028-12421

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 May 15, 2012

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: 8  
Form 13F Information Table Entry Total: 129  
Form 13F Information Table Value Total: \$2,999,489 (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   | 028-12421       | Fortress Investment Group LLC                 |
| 2   | 028-12417       | FIG Corp                                      |
| 3   | 028-12418       | Fortress Operating Entity I LP                |
| 4   | 028-10806       | FIG LLC                                       |
| 5   | 028-10807       | Drawbridge Global Macro Advisors LLC          |
| 6   | 028-11237       | Drawbridge Special Opportunities Advisors LLC |
| 7   | 028-10162       | FIG Advisors LLC                              |
| 8   | 028-13249       | Fortress Commodities Advisors LLC             |
| 9   | 028-13498       | Fortress Macro Advisors LLC                   |

### FORM 13F INFORMATION TABLE

| NAME OF ISSUER               | TITLE OF CLASS   | CUSIP     | VALUE<br>(x\$1000) | SHARES/<br>PRN | SH/<br>PRN | PUT/<br>CALL | INVSMT<br>DSCRETN | OTH<br>MANA |
|------------------------------|------------------|-----------|--------------------|----------------|------------|--------------|-------------------|-------------|
| AIRCASTLE LTD                | COM              | G0129K104 | 143820             | 11750002       | SH         |              | DEFINED           | 1 2         |
| AMAZON COM INC               | COM              | 023135106 | 2572               | 12700          | SH         |              | DEFINED           | 1 2         |
| AMAZON COM INC               | COM              | 023135106 | 2572               | 12700          | SH         | PUT          | DEFINED           | 1 2         |
| AMERICAN CAP LTD             | COM              | 02503Y103 | 154919             | 17847852       | SH         |              | DEFINED           | 1 2         |
| AMERICAN CAP LTD             | COM              | 02503Y103 | 15854              | 1826499        | SH         |              | DEFINED           | 1 2         |
| ANGLOGOLD ASHANTI LTD        | SPONSORED ADR    | 035128206 | 3852               | 104334         | SH         |              | DEFINED           | 1 2         |
| APOLLO GLOBAL MGMT LLC       | CL A SHS         | 037612306 | 576                | 40347          | SH         |              | DEFINED           | 1 2         |
| APOLLO GLOBAL MGMT LLC       | CL A SHS         | 037612306 | 44                 | 3060           | SH         |              | DEFINED           | 1 2         |
| BAIDU INC                    | SPON ADR REP A   | 056752108 | 18272              | 130000         | SH         | CALL         | DEFINED           | 1 2         |
| BOEING CO                    | COM              | 097023105 | 3049               | 41000          | SH         |              | DEFINED           | 1 2         |
| BROOKDALE SR LIVING INC      | COM              | 112463104 | 329356             | 17593826       | SH         |              | DEFINED           | 1 2         |
| CAMERON INTERNATIONAL CORP   | COM              | 13342B105 | 3275               | 62000          | SH         |              | DEFINED           | 1 2         |
| CBS CORP NEW                 | CL B             | 124857202 | 5833               | 172000         | SH         |              | DEFINED           | 1 2         |
| CHARTER COMMUNICATIONS INC D | CL A NEW         | 16117M305 | 317                | 5000           | SH         |              | DEFINED           | 1 2         |
| CHEMTURA CORP                | COM NEW          | 163893209 | 187                | 11062          | SH         |              | DEFINED           | 1 2         |
| CITIGROUP INC                | COM NEW          | 172967424 | 22789              | 623500         | SH         |              | DEFINED           | 1 2         |
| CITIGROUP INC                | COM NEW          | 172967424 | 60000              | 1641600        | SH         |              | DEFINED           | 1 2         |
| COVANTA HLDG CORP            | COM              | 22282E102 | 2                  | 98             | SH         |              | DEFINED           | 1 2         |
| DANAHER CORP DEL             | COM              | 235851102 | 1358               | 24242          | SH         |              | DEFINED           | 1 2         |
| DANAHER CORP DEL             | COM              | 235851102 | 15636              | 279214         | SH         |              | DEFINED           | 1 2         |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 4651               | 65400          | SH         |              | DEFINED           | 1 2         |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 2283               | 32100          | SH         |              | DEFINED           | 1 2         |
| DEX ONE CORP                 | COM              | 25212W100 | 83                 | 58378          | SH         |              | DEFINED           | 1 2         |
| DIAMOND OFFSHORE DRILLING IN | COM              | 25271C102 | 3236               | 48475          | SH         |              | DEFINED           | 1 2         |
| DIAMOND OFFSHORE DRILLING IN | COM              | 25271C102 | 574                | 8600           | SH         |              | DEFINED           | 1 2         |
| DORCHESTER MINERALS LP       | COM UNIT         | 25820R105 | 110                | 4200           | SH         |              | DEFINED           | 1 2         |
| DYNEGY INC DEL               | COM              | 26817G300 | 0                  | 5              | SH         |              | DEFINED           | 1 2         |
| E M C CORP MASS              | COM              | 268648102 | 5139               | 172000         | SH         |              | DEFINED           | 1 2         |
| EATON CORP                   | COM              | 278058102 | 2093               | 42000          | SH         |              | DEFINED           | 1 2         |
| EMBRAER S A                  | SP ADR REP 4 COM | 29082A107 | 3102               | 97000          | SH         |              | DEFINED           | 1 2         |
| ENSCO PLC                    | SPONSORED ADR    | 29358Q109 | 1366               | 25800          | SH         |              | DEFINED           | 1 2         |
| ENSCO PLC                    | SPONSORED ADR    | 29358Q109 | 2784               | 52600          | SH         |              | DEFINED           | 1 2         |
| FABRINET                     | SHS              | G3323L100 | 1151               | 65000          | SH         |              | DEFINED           | 1 2         |
| FOSTER WHEELER AG            | COM              | H27178104 | 2793               | 122700         | SH         |              | DEFINED           | 1 2         |
| FOSTER WHEELER AG            | COM              | H27178104 | 1370               | 60200          | SH         |              | DEFINED           | 1 2         |
| GENERAL ELECTRIC CO          | COM              | 369604103 | 3011               | 150000         | SH         |              | DEFINED           | 1 2         |
| GENERAL GROWTH PPTYS INC NEW | COM              | 370023103 | 546                | 32160          | SH         |              | DEFINED           | 1 2         |
| GENERAL MTRS CO              | COM              | 37045V100 | 347                | 13531          | SH         |              | DEFINED           | 1 2         |

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|                              |                 |           |        |          |    |         |         |   |   |
|------------------------------|-----------------|-----------|--------|----------|----|---------|---------|---|---|
| GENON ENERGY INC             | COM             | 37244E107 | 0      | 28       | SH | DEFINED | 1       | 2 |   |
| GLOBAL EAGLE ACQUISITION COR | UNIT 99/99/9999 | 37951D201 | 547    | 53937    | SH | DEFINED | 1       | 2 |   |
| GLOBAL EAGLE ACQUISITION COR | UNIT 99/99/9999 | 37951D201 | 6309   | 621592   | SH | DEFINED | 1       | 2 |   |
| GOLD FIELDS LTD NEW          | SPONSORED ADR   | 38059T106 | 2807   | 202000   | SH | DEFINED | 1       | 2 |   |
| HALLIBURTON CO               | COM             | 406216101 | 14789  | 445600   | SH | CALL    | DEFINED | 1 | 2 |
| HALLIBURTON CO               | COM             | 406216101 | 6857   | 206600   | SH | CALL    | DEFINED | 1 | 2 |
| HERCULES OFFSHORE INC        | COM             | 427093109 | 494    | 104400   | SH | DEFINED | 1       | 2 |   |
| HERCULES OFFSHORE INC        | COM             | 427093109 | 242    | 51242    | SH | DEFINED | 1       | 2 |   |
| HOLLYFRONTIER CORP           | COM             | 436106108 | 1466   | 45600    | SH | DEFINED | 1       | 2 |   |
| HOLLYFRONTIER CORP           | COM             | 436106108 | 2984   | 92800    | SH | DEFINED | 1       | 2 |   |
| HOWARD HUGHES CORP           | COM             | 44267D107 | 197    | 3081     | SH | DEFINED | 1       | 2 |   |
| IMAX CORP                    | COM             | 45245E109 | 4563   | 186700   | SH | DEFINED | 1       | 2 |   |
| INGERSOLL-RAND PLC           | SHS             | G47791101 | 5045   | 122000   | SH | DEFINED | 1       | 2 |   |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 5642   | 131400   | SH | DEFINED | 1       | 2 |   |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 2770   | 64500    | SH | DEFINED | 1       | 2 |   |
| ISHARES TR                   | RUSSELL 2000    | 464287655 | 870    | 10500    | SH | PUT     | DEFINED | 1 | 2 |
| ISHARES TR                   | RUSSELL 2000    | 464287655 | 29371  | 354500   | SH | PUT     | DEFINED | 1 | 2 |
| ISTAR FINL INC               | COM             | 45031U101 | 92     | 12680    | SH | DEFINED | 1       | 2 |   |
| ISTAR FINL INC               | COM             | 45031U101 | 789    | 108834   | SH | DEFINED | 1       | 2 |   |
| JACOBS ENGR GROUP INC DEL    | COM             | 469814107 | 1349   | 30400    | SH | DEFINED | 1       | 2 |   |
| JACOBS ENGR GROUP INC DEL    | COM             | 469814107 | 2747   | 61900    | SH | DEFINED | 1       | 2 |   |
| KBR INC                      | COM             | 48242W106 | 2805   | 78900    | SH | DEFINED | 1       | 2 |   |
| KBR INC                      | COM             | 48242W106 | 1376   | 38700    | SH | DEFINED | 1       | 2 |   |
| KODIAK OIL & GAS CORP        | COM             | 50015Q100 | 1403   | 140900   | SH | DEFINED | 1       | 2 |   |
| KODIAK OIL & GAS CORP        | COM             | 50015Q100 | 688    | 69100    | SH | DEFINED | 1       | 2 |   |
| LAS VEGAS SANDS CORP         | COM             | 517834107 | 4605   | 100000   | SH | CALL    | DEFINED | 1 | 2 |
| LEAP WIRELESS INTL INC       | COM NEW         | 521863308 | 1746   | 200000   | SH | DEFINED | 1       | 2 |   |
| LEAP WIRELESS INTL INC       | COM NEW         | 521863308 | 1746   | 200000   | SH | PUT     | DEFINED | 1 | 2 |
| MARRIOTT INTL INC NEW        | CL A            | 571903202 | 2536   | 67000    | SH | DEFINED | 1       | 2 |   |
| METROPCS COMMUNICATIONS INC  | COM             | 591708102 | 152    | 16896    | SH | DEFINED | 1       | 2 |   |
| MICROSTRATEGY INC            | CL A NEW        | 594972408 | 448    | 3200     | SH | DEFINED | 1       | 2 |   |
| MICROSTRATEGY INC            | CL A NEW        | 594972408 | 6731   | 48080    | SH | DEFINED | 1       | 2 |   |
| MONSANTO CO NEW              | COM             | 61166W101 | 1595   | 20000    | SH | DEFINED | 1       | 2 |   |
| MPG OFFICE TR INC            | COM             | 553274101 | 12     | 5000     | SH | DEFINED | 1       | 2 |   |
| MPG OFFICE TR INC            | COM             | 553274101 | 176    | 75285    | SH | DEFINED | 1       | 2 |   |
| NATIONAL OILWELL VARCO INC   | COM             | 637071101 | 3815   | 48000    | SH | DEFINED | 1       | 2 |   |
| NATIONSTAR MTG HLDGS INC     | COM             | 63861C109 | 971708 | 67667695 | SH | DEFINED | 1       | 2 |   |
| NEWCASTLE INVT CORP          | COM             | 65105M108 | 6442   | 1025729  | SH | DEFINED | 1       | 2 |   |
| NEWCASTLE INVT CORP          | COM             | 65105M108 | 1204   | 191600   | SH | DEFINED | 1       | 2 |   |
| NEWFIELD EXPL CO             | COM             | 651290108 | 1977   | 57000    | SH | DEFINED | 1       | 2 |   |
| NEWFIELD EXPL CO             | COM             | 651290108 | 971    | 28000    | SH | DEFINED | 1       | 2 |   |
| NVIDIA CORP                  | COM             | 67066G104 | 13920  | 790000   | SH | CALL    | DEFINED | 1 | 2 |
| PENN NATL GAMING INC         | COM             | 707569109 | 6783   | 157823   | SH | DEFINED | 1       | 2 |   |
| PRECISION CASTPARTS CORP     | COM             | 740189105 | 3026   | 17500    | SH | DEFINED | 1       | 2 |   |
| PRECISION CASTPARTS CORP     | COM             | 740189105 | 3389   | 19600    | SH | DEFINED | 1       | 2 |   |
| PRICELINE COM INC            | COM NEW         | 741503403 | 6078   | 12500    | SH | PUT     | DEFINED | 1 | 2 |
| PRIMORIS SVCS CORP           | COM             | 74164F103 | 721    | 44923    | SH | DEFINED | 1       | 2 |   |
| QUALCOMM INC                 | COM             | 747525103 | 5105   | 75000    | SH | DEFINED | 1       | 2 |   |
| RAILAMERICA INC              | COM             | 750753402 | 651311 | 30350000 | SH | DEFINED | 1       | 2 |   |
| RAYTHEON CO                  | COM NEW         | 755111507 | 6070   | 115000   | SH | DEFINED | 1       | 2 |   |
| ROUSE PPTYS INC              | COM             | 779287101 | 16     | 1206     | SH | DEFINED | 1       | 2 |   |
| SANDRIDGE ENERGY INC         | COM             | 80007P307 | 515    | 65800    | SH | DEFINED | 1       | 2 |   |
| SANDRIDGE ENERGY INC         | COM             | 80007P307 | 1051   | 134200   | SH | DEFINED | 1       | 2 |   |
| SCORPIO TANKERS INC          | SHS             | Y7542C106 | 2368   | 335408   | SH | DEFINED | 1       | 2 |   |
| SCORPIO TANKERS INC          | SHS             | Y7542C106 | 1162   | 164592   | SH | DEFINED | 1       | 2 |   |
| SEACUBE CONTAINER LEASING LT | SHS             | G79978105 | 144233 | 8385643  | SH | DEFINED | 1       | 2 |   |
| SKYWORKS SOLUTIONS INC       | COM             | 83088M102 | 2419   | 87500    | SH | DEFINED | 1       | 2 |   |
| SONIC CORP                   | COM             | 835451105 | 809    | 105300   | SH | DEFINED | 1       | 2 |   |
| SONIC CORP                   | COM             | 835451105 | 3034   | 394950   | SH | DEFINED | 1       | 2 |   |
| SPANSION INC                 | COM CL A NEW    | 84649R200 | 11708  | 961271   | SH | DEFINED | 1       | 2 |   |
| SPANSION INC                 | COM CL A NEW    | 84649R200 | 258    | 21208    | SH | DEFINED | 1       | 2 |   |
| SPANSION INC                 | COM CL A NEW    | 84649R200 | 3099   | 254402   | SH | DEFINED | 1       | 2 |   |

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|                              |                |           |       |         |    |         |         |   |   |
|------------------------------|----------------|-----------|-------|---------|----|---------|---------|---|---|
| SPX CORP                     | COM            | 784635104 | 5117  | 66000   | SH | DEFINED | 1       | 2 |   |
| STANLEY BLACK & DECKER INC   | COM            | 854502101 | 5002  | 65000   | SH | DEFINED | 1       | 2 |   |
| SUPERIOR ENERGY SVCS INC     | COM            | 868157108 | 477   | 18100   | SH | DEFINED | 1       | 2 |   |
| SUPERIOR ENERGY SVCS INC     | COM            | 868157108 | 973   | 36900   | SH | DEFINED | 1       | 2 |   |
| SUPERMEDIA INC               | COM            | 868447103 | 5     | 2004    | SH | DEFINED | 1       | 2 |   |
| TENARIS S A                  | SPONSORED ADR  | 88031M109 | 1426  | 37300   | SH | DEFINED | 1       | 2 |   |
| TENARIS S A                  | SPONSORED ADR  | 88031M109 | 2902  | 75900   | SH | DEFINED | 1       | 2 |   |
| TESORO CORP                  | COM            | 881609101 | 16619 | 619200  | SH | DEFINED | 1       | 2 |   |
| TESORO CORP                  | COM            | 881609101 | 8157  | 303900  | SH | DEFINED | 1       | 2 |   |
| TIME WARNER CABLE INC        | COM            | 88732J207 | 1214  | 14897   | SH | DEFINED | 1       | 2 |   |
| TIME WARNER CABLE INC        | COM            | 88732J207 | 9133  | 112060  | SH | DEFINED | 1       | 2 |   |
| TIMKEN CO                    | COM            | 887389104 | 3942  | 77700   | SH | DEFINED | 1       | 2 |   |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 6512  | 75000   | SH | DEFINED | 1       | 2 |   |
| TRANSOCEAN LTD               | REG SHS        | H8817H100 | 26114 | 477400  | SH | DEFINED | 1       | 2 |   |
| TRANSOCEAN LTD               | REG SHS        | H8817H100 | 24254 | 443400  | SH | DEFINED | 1       | 2 |   |
| TYCO INTERNATIONAL LTD       | SHS            | H89128104 | 4101  | 73000   | SH | DEFINED | 1       | 2 |   |
| U S AIRWAYS GROUP INC        | COM            | 90341W108 | 1442  | 190000  | SH | DEFINED | 1       | 2 |   |
| UNION PAC CORP               | COM            | 907818108 | 4009  | 37300   | SH | DEFINED | 1       | 2 |   |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 2085  | 71000   | SH | DEFINED | 1       | 2 |   |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 34028 | 1158600 | SH | CALL    | DEFINED | 1 | 2 |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 4420  | 150500  | SH | DEFINED | 1       | 2 |   |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 15778 | 537200  | SH | CALL    | DEFINED | 1 | 2 |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 15253 | 591900  | SH | DEFINED | 1       | 2 |   |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 7383  | 286500  | SH | DEFINED | 1       | 2 |   |
| WABCO HLDGS INC              | COM            | 92927K102 | 2026  | 33500   | SH | DEFINED | 1       | 2 |   |
| WEATHERFORD INTERNATIONAL LT | REG SHS        | H27013103 | 2645  | 175300  | SH | DEFINED | 1       | 2 |   |
| WEATHERFORD INTERNATIONAL LT | REG SHS        | H27013103 | 1298  | 86000   | SH | DEFINED | 1       | 2 |   |
| WESCO INTL INC               | COM            | 95082P105 | 4964  | 76000   | SH | DEFINED | 1       | 2 |   |
| WILLBROS GROUP INC DEL       | COM            | 969203108 | 147   | 45350   | SH | DEFINED | 1       | 2 |   |