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Fortress Investment Group LLC
Form 10-Q
August 03, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-33294

Fortress Investment Group LLC

(Exact name of registrant as specified in its charter)

Delaware

20-5837959

(State or other jurisdiction of incorporation

(I.R.S. Employer
Identification No.)

or organization)

1345 Avenue of the Americas, New York, NY 10105

(Address of principal executive offices) (Zip Code)

(212) 798-6100

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicated by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

Class A Shares: 219,367,912 outstanding as of July 28, 2017.

Class B Shares: 169,207,335 outstanding as of July 28, 2017.

FORTRESS INVESTMENT GROUP LLC
FORM 10-Q
INDEX

	PAGE
<u>PART I. FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements</u>	
<u>Condensed Consolidated Balance Sheets</u> as of June 30, 2017 (unaudited) and December 31, 2016	<u>1</u>
<u>Condensed Consolidated Statements of Operations</u> (unaudited) for the three and six months ended June 30, 2017 and 2016	<u>2</u>
<u>Condensed Consolidated Statements of Comprehensive Income</u> (unaudited) for the three and six months ended June 30, 2017 and 2016	<u>3</u>
<u>Condensed Consolidated Statement of Changes in Equity</u> (unaudited) for the six months ended June, 2017	<u>4</u>
<u>Condensed Consolidated Statements of Cash Flows</u> (unaudited) for the six months ended June 30, 2017 and 2016	<u>5</u>
<u>Notes to Condensed Consolidated Financial Statements</u> (unaudited)	<u>7</u>
<u>Note 1 Organization and Basis of Presentation</u>	<u>7</u>
<u>Note 2 Management Agreements and Fortress Funds</u>	<u>12</u>
<u>Note 3 Investments and Fair Value</u>	<u>21</u>
<u>Note 4 Debt Obligations</u>	<u>27</u>
<u>Note 5 Income Taxes and Tax Related Payments</u>	<u>28</u>
<u>Note 6 Related Party Transactions and Interests in Consolidated Subsidiaries</u>	<u>29</u>
<u>Note 7 Compensation</u>	<u>32</u>
<u>Note 8 Earnings Per Share and Distributions</u>	<u>35</u>
<u>Note 9 Commitments and Contingencies</u>	<u>38</u>
<u>Note 10 Segment Reporting</u>	<u>39</u>
<u>Note 11 Subsequent Events</u>	<u>45</u>
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>46</u>
<u>Overview and Understanding the Asset Management Business</u>	<u>46</u>
<u>Market Considerations</u>	<u>55</u>
<u>Assets Under Management</u>	<u>59</u>
<u>Performance of Our Funds</u>	<u>61</u>
<u>Results of Operations</u>	<u>65</u>
<u>Liquidity and Capital Resources</u>	<u>85</u>
<u>Critical Accounting Policies</u>	<u>92</u>
<u>Contractual Obligations</u>	<u>99</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>100</u>
<u>Item 4. Controls and Procedures</u>	<u>104</u>

PART II. OTHER
INFORMATION

Item 1. Legal
 Proceedings 105

Item 1A. Risk Factors 105

Item 2. Unregistered
 Sales of
 Equity
Item 2. Securities 140
 and Use of
 Proceeds

Item 3. Defaults
Item 3. upon Senior 140
 Securities

Item 4. Mine Safety
Item 4. Disclosures 140

Item 5. Other
Item 5. Information 140

Item 6. Exhibits 141

SIGNATURES 145

Table of Contents

Set forth below is information about certain terms used in this Quarterly Report on Form 10-Q:

"Management Fee Paying Assets Under Management," or "AUM," refers to the management fee paying assets we manage or co-manage, including, as applicable, capital we have the right to call from our investors pursuant to their capital commitments to various funds. In addition, AUM includes management fee paying assets managed by autonomous businesses in which we retain a minority interest. Our AUM equals the sum of:

- (i) the capital commitments or invested capital (or net asset value, "NAV," if lower) of our private equity funds and credit PE funds, depending on which measure management fees are being calculated upon at a given point in time, which in connection with certain private equity funds includes the mark-to-market value of certain public securities held within the funds,
- (ii) the contributed capital or book equity (as defined) of our publicly traded permanent capital vehicles,
- (iii) the NAV of our hedge funds, including the Value Recovery Funds which pay fees based on realizations,
- (iv) the NAV or fair value of our managed accounts, to the extent management fees are charged, and
- (v) AUM of the funds related to the affiliated manager and co-managed funds.

For each of the above, the amounts exclude assets under management for which we charge either no or nominal fees, generally related to our investments in our funds as well as investments in our funds by our principals, directors and employees.

Our calculation of AUM may differ from the calculations of other asset managers and, as a result, this measure may not be comparable to similar measures presented by other asset managers. Our definition of AUM is not based on any definition of assets under management contained in our operating agreement or in any of our Fortress Fund management agreements. Finally, our calculation of AUM differs from the manner in which our affiliates registered with the United States Securities and Exchange Commission report "Regulatory Assets Under Management" on Form ADV and Form PF in various ways. Significantly, Regulatory Assets Under Management, unlike Management Fee Paying Assets Under Management, is not reduced by liabilities or indebtedness associated with assets under management and it includes assets under management and uncalled capital for which Fortress receives no compensation.

"Fortress," "we," "us," "our," the "company" and the "public company" refer, collectively, to Fortress Investment Group LLC and its subsidiaries, including the Fortress Operating Group (as defined below) and all of its subsidiaries.

"Fortress Funds" and "our funds" refers to the private investment funds, permanent capital vehicles and related managed accounts that we manage or co-manage. The Drawbridge Special Opportunities Fund is our flagship credit hedge fund.

"Fortress Operating Group" or "FOG" refers to the limited partnerships and their subsidiaries through which we conduct our business and hold our investments. The public company controls the Fortress Operating Group through wholly owned subsidiaries that serve as the general partner of each FOG entity.

Economic interests in each FOG entity are represented by Class A common units and Class B common units. Class A common units are (indirectly) owned by the public company, and Class B common units are owned by the principals (defined below). Class B units have, from time to time, also been held by a former senior employee, who exchanged his remaining Class B units, together with his remaining Class B shares of the public company, for Class A shares of the public company in September 2016.

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The number of outstanding Class A common units equals the number of outstanding Class A shares of the public company. The number of outstanding Class B common units equals the number of outstanding Class B shares of the public company.

"Fortress Operating Group units" or "FOGUs" is the term we use to refer to the aggregate of one limited partner interest (either a Class A common unit or a Class B common unit, as applicable) in each FOG entity. One FOGU together with one Class B share is convertible into one Class A share. A surrendered Class B common unit automatically converts into a Class A common unit.

"principals" or "Principals" refers to Peter Briger, Wesley Edens and Randal Nardone, collectively, as well as Michael Novogratz until his retirement in January 2016. The principals significantly influence the public company through their ownership of the public company's Class B shares. The Class B shares and the Class A shares are each entitled to one vote per share. The Class B shares do not represent an economic interest in the public company and therefore are not entitled to any dividends. The principals own their economic interest in the public company primarily through their direct ownership of FOGUs.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under Part II, Item 1A, "Risk Factors," Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," Part I, Item 3, "Quantitative and Qualitative Disclosures About Market Risk" and elsewhere in this Quarterly Report on Form 10-Q may contain forward-looking statements which reflect our current views with respect to, among other things, future events and financial performance. Readers can identify these forward-looking statements by the use of forward-looking words such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "should," "seeks," "approximately," "predicts," "intends," "plans," "estimates," "anticipates" or the negative version of those words or other comparable words. Any forward-looking statements contained in this report are based upon the historical performance of us and our subsidiaries and on our current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy, liquidity and planned transactions. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from those indicated in these statements. Accordingly, you should not place undue reliance on any forward-looking statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this report. We do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

SPECIAL NOTE REGARDING EXHIBITS

In reviewing the agreements included as exhibits to this Quarterly Report on Form 10 Q, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the company may be found elsewhere in this Quarterly Report on Form 10 Q and the company's other public filings, which are available without charge through the Securities and Exchange Commission's ("SEC") website at <http://www.sec.gov>.

The company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FORTRESS INVESTMENT GROUP LLC
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (dollars in thousands)

	June 30, 2017 (Unaudited)	December 31, 2016
Assets		
Cash and cash equivalents	\$341,712	\$ 397,125
Due from affiliates	231,611	320,633
Investments	849,660	880,001
Investments in options	65,494	53,206
Deferred tax asset, net	417,652	424,244
Other assets	134,983	126,165
Total Assets	\$2,041,112	\$ 2,201,374
Liabilities and Equity		
Accrued compensation and benefits	\$219,186	\$ 370,413
Due to affiliates	335,662	360,769
Deferred incentive income	380,560	330,354
Debt obligations payable	182,838	182,838
Other liabilities	90,296	69,255
Total Liabilities	1,208,542	1,313,629
Commitments and Contingencies		
Equity		
Class A shares, no par value, 1,000,000,000 shares authorized, 219,367,912 and 216,891,601 shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	—	—
Class B shares, no par value, 750,000,000 shares authorized, 169,207,335 shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	—	—
Paid-in capital	1,871,400	1,899,163
Retained earnings (accumulated deficit)	(1,323,171)	(1,333,828)
Accumulated other comprehensive income (loss)	(2,366)	(1,094)
Total Fortress shareholders' equity	545,863	