

Och Daniel  
Form SC 13D/A  
May 24, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 11)\***

**Och-Ziff Capital Management Group LLC**

(Name of Issuer)

**Class A Shares**

(Title of Class of Securities)

**67551U105**

(CUSIP Number)

**Jeffrey C. Blockinger**

**Chief Legal Officer**

**Och-Ziff Capital Management Group LLC**

**9 West 57<sup>th</sup> Street**

Edgar Filing: Och Daniel - Form SC 13D/A

New York, NY 10019

(212) 790-0041

(Name, address and telephone number of person authorized to receive notices and communications)

May 24, 2012

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act. (However, see the Notes.)

Page 1 of 6

13D

CUSIP No. 67551U105

1 NAME OF REPORTING PERSON

Daniel S. Och

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF

SHARES

62,886,368<sup>1</sup>

8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

EACH

78,465,592<sup>2</sup>

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

62,886,368<sup>3</sup>

10 SHARED DISPOSITIVE POWER:

WITH:

172,529,344<sup>4</sup>

Edgar Filing: Och Daniel - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

298,787,159<sup>5</sup>

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

74.6%

14 TYPE OF REPORTING PERSON:

IN

- 1 Represents 1,456,599 Class A Shares of the Issuer (as defined below) directly held by the Reporting Person and 61,429,769 Class A Shares of the Issuer that the Reporting Person has the right to receive upon the exchange by the Reporting Person of equity securities (the Group A Units ) of certain Issuer affiliated partnerships (the Och-Ziff Operating Group ). Does not include the right of the Reporting Person, pursuant to the Class B Shareholders Agreement described in response to Item 6 of the Initial Schedule 13D (as defined below), to vote 154,989,380 Class B Shares of the Issuer that the Reporting Person directly owns and 119,296,628 Class B Shares of the Issuer that are subject to an irrevocable voting proxy given to the Reporting Person by the limited partners of the Och-Ziff Operating Group who are identified in Item 5 of the Statement. The Class B Shares of the Issuer are not registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). The Class B Shares of the Issuer consist only of voting rights of the Issuer, do not represent any economic interest in the Issuer (or any of its affiliates) and are automatically cancelled upon the issuance of Class A Shares of the Issuer upon the exchange of Group A Units of the Och-Ziff Operating Group as described herein.

- 2 Represents 78,465,592 Class A Shares of the Issuer which certain trusts affiliated with the Reporting Person have the right to receive upon the exchange by such trusts of Group A Units of the Och-Ziff Operating Group, over which the Reporting Person may be deemed to have shared voting power, when combined with certain equity securities of one of Issuer affiliated partnership within the Och-Ziff Operating Group held by the Reporting Person (such equity securities held by the Reporting Person being combined have not been included in Row 7 above).
- 3 Represents the 62,886,368 Class A Shares of the Issuer referred to in Row 7 and as described in footnote 1.
- 4 Represents (i) 38,138,571 Class A Shares of the Issuer owned by DIC Sahir (as defined below) over which the Reporting Person may be deemed to have shared dispositive power, (ii) 119,296,628 Class A Shares of the Issuer which certain limited partners of the Issuer affiliated partnerships have the right to receive upon the exchange by such limited partners of equity securities of such affiliated partnerships, over which the Reporting Person may be deemed to have shared dispositive power and (iii) 15,094,145 Class A Shares of the Issuer that certain trusts affiliated with the Reporting Person have the right to receive upon the exchange by such trusts of equity securities of certain Issuer affiliated partnerships, over which the Reporting Person may be deemed to have shared dispositive power, when combined with certain equity securities of one of such Issuer affiliated partnerships held by the Reporting Person (such equity securities held by the Reporting Person being combined have not been included in Row 9 above).
- 5 Represents (i) 139,895,361 Class A Shares which the Reporting Person and certain trusts affiliated with the Reporting Person have the right to receive upon the exchange by the Reporting Person and such trusts of equity securities of certain Issuer affiliated partnerships, (ii) 1,456,599 Class A Shares of the Issuer directly held by the Reporting Person, (iii) 38,138,571 Class A Shares of the Issuer owned by DIC Sahir over which the Reporting Person may be deemed to have shared dispositive power, and (iv) 119,296,628 Class A Shares of the Issuer which certain limited partners of the Issuer affiliated partnerships have the right to receive upon the exchange by such limited partners of equity securities of such affiliated partnerships, over which the Reporting Person may be deemed to have shared dispositive power. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by the Reporting Person that he is the beneficial owner of any of the equity securities referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

**ITEM 1 Security and Issuer**

This Amendment No. 11 on Schedule 13D (this Schedule 13D ) relates to the Class A shares of Och-Ziff Capital Management Group LLC, a Delaware limited liability company (the Issuer ), representing Class A limited liability company interests of the Issuer (the Class A Shares ) and amends and further supplements the Schedule 13D filed by the Reporting Person on November 19, 2007 (the Initial Schedule 13D ) as amended by the Reporting Person by Amendment No. 1 to Schedule 13D filed on November 13, 2008, Amendment No. 2 to Schedule 13D filed on December 23, 2008, Amendment No. 3 to Schedule 13D filed on January 2, 2009, Amendment No. 4 to Schedule 13D filed on May 14, 2009, Amendment No. 5 to Schedule 13D filed on June 16, 2009, Amendment No. 6 to Schedule 13D filed on November 13, 2009, Amendment No. 7 to Schedule 13D filed on December 30, 2009, and Amendment No. 8 to Schedule 13D filed on March 18, 2010, Amendment No. 9 to Schedule 13D filed on May 25, 2010 and Amendment No. 10 to Schedule 13D filed on December 13, 2011 (the Initial Schedule 13D as so amended, the Statement ). The Reporting Person is filing this Schedule 13D to report the execution by the Reporting Person of an agreement relating to proposed purchases of Class A Shares. Except as expressly set forth herein, there have been no changes to the Statement. The principal executive offices of the Issuer are located at 9 West 57<sup>th</sup> Street, New York, NY 10019.

**ITEM 4 Purpose of Transaction**

As disclosed in the Statement, the Reporting Person may take future action (either alone or with one or more third parties) with respect to his investment in Class A Shares of the Issuer as he deems appropriate in light of circumstances existing at such time, including the purchase of Class A Shares either in brokerage transactions on the New York Stock Exchange or in privately negotiated transactions. On May 24, 2012, the Reporting Person executed an agreement in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, providing for the purchase by the Reporting Person of up to \$20,000,000 of Class A Shares of the Issuer subject to predetermined criteria (the Plan ).

**ITEM 5 Interest in Securities of the Issuer**

Section (a) of Item 5 of the Statement is hereby amended and restated to read as follows:

(a) As of the date hereof, for purposes of Section 13(d) of the Securities Exchange Act of 1934, the Reporting Person may be deemed to beneficially own (i) 61,429,769 Class A Shares which the Reporting Person has the right to receive, pursuant to the Exchange Agreement, upon the exchange by the Reporting Person of equity securities of certain Issuer affiliated partnerships, (ii) 1,456,599 Class A Shares of the Issuer directly held by the Reporting Person, (iii) 78,465,592 Class A Shares which certain trusts affiliated with the Reporting Person have the right to receive, pursuant to the Exchange Agreement, upon the exchange by such trusts of equity securities of certain Issuer affiliated partnerships, (iv) 38,138,571 Class A Shares owned by DIC Sahir Limited ( DIC Sahir ) over which the Reporting Person may be deemed to have shared dispositive power by reason of the drag along provisions of the Investment Agreement described under Investment Agreement in Item 6 of this Statement, and (v) 119,296,628 Class A Shares which certain limited partners have the right to receive, pursuant to the Exchange Agreement, upon the exchange by such limited partners of equity securities of such affiliated partnerships and over which the Reporting Person may be deemed to have shared dispositive power by reason of the drag along provisions of the Partnership Agreements described under Partnership Agreements of Issuer Affiliated Partnerships in Item 6 of this Statement. As of May 22, 2012, the Issuer had 141,532,339 Class A Shares outstanding. In the future, the Issuer may issue additional Class A Shares that may be deemed beneficially owned by the Reporting Person as follows: (i) an aggregate of 139,895,361 Class A Shares which the Reporting Person and certain trusts affiliated with the Reporting Person have the right to receive, pursuant to the Exchange Agreement, upon the exchange by the Reporting Person and such trusts of equity securities of certain Issuer affiliated partnerships, and (ii) 119,296,628 Class A Shares which certain limited partners of Issuer affiliated partnerships have the right to receive, pursuant to the Exchange Agreement, upon the exchange by such limited partners of equity securities of such Issuer affiliated partnerships and over which the Reporting Person may be deemed to have shared dispositive power). Assuming the future issuance of such Class A Shares, the Reporting Person may be deemed to beneficially own Class A Shares representing 74.6% of the number of outstanding Class A Shares as of May 22, 2012.

The first paragraph of Section (b) of Item 5 of the Statement is hereby amended and restated to read as follows:

(b) For purposes of Section 13(d) of the Securities Exchange Act of 1934, the Reporting Person may be deemed (i) to have sole voting and dispositive power over (x) 61,429,769 Class A Shares which the Reporting Person has the right to receive, pursuant to the Exchange Agreement, upon the exchange by the Reporting Person of equity securities of certain Issuer affiliated partnerships, and (y) 1,456,599 Class A Shares of the Issuer directly held by the Reporting Person, (ii) to have shared voting power over an aggregate of 78,465,592 Class A Shares which certain trusts affiliated with the Reporting Person have the right to receive, pursuant to the Exchange Agreement, upon the exchange by such trusts of equity securities of certain Issuer affiliated partnerships, and (iii) to have shared dispositive power over the (x) 38,138,571 Class A Shares owned by DIC Sahir, (y) 119,296,628 Class A Shares which certain limited partners of Issuer affiliated partnerships have the right to receive, pursuant to the Exchange Agreement, upon the exchange by such limited partners of equity securities of such Issuer affiliated partnerships, and (z) 15,094,019 Class A Shares which certain trusts affiliated with the Reporting Person have the right to receive, pursuant to the Exchange Agreement, upon the exchange by such trusts of equity securities of certain Issuer affiliated partnerships.



(c) During the sixty (60) days preceding May 24, 2012, the date of the event requiring the filing of this Statement, and from such date to the date of this filing, the following transactions were effected:

(1) On April 25, 2012, the Reporting Person purchased 31,200 Class A Shares of the Issuer pursuant to an agreement, dated December 12, 2011, relating to the purchase of the Issuer's Class A Shares at a weighted average purchase price of \$7.9977, in transactions effected on the New York Stock Exchange.

**ITEM 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Other than the Plan described in Item 4 above, and the various agreements described in the Initial Schedule 13D and various amendments thereto, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Person and any person with respect to any securities of the Company, including but not limited to transfer or voting any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.



**SIGNATURES**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: May 24, 2012

By: /s/ Jeffrey Blockinger  
Name: Jeffrey Blockinger  
Title: Attorney-in-fact

Page 6 of 6