

Och-Ziff Capital Management Group LLC
Form SC 13D/A
August 12, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Och-Ziff Capital Management Group LLC

(Name of Issuer)

Class A Shares

(Title of Class of Securities)

67551U05

(CUSIP Number)

Philip Iype

Dubai Holding LLC

Emirates Towers Offices, Level 49

P.O. Box 73311

Dubai, United Arab Emirates

+9714 362 2000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 11, 2014

(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-1(g), check the following box.

Continued on following pages

Page 1 of 12 Pages

Exhibit Index: Page 12

SCHEDULE 13D

CUSIP No.: 67551U05 Page 2 of 12 Pages

Names of Reporting Persons.

1.

dic sahir limited

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)

(b)

3. SEC Use Only

Source of Funds (See Instructions)

4.

BK

Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Cayman Islands

	7.	Sole Voting Power	None
	8.	Shared Voting Power	29,953,094
Number of Shares Beneficially Owned by Each Reporting Person With	9.	Sole Dispositive Power	None
	10.	Shared Dispositive Power	29,953,094

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

29,953,094

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

17.4%

Type of Reporting Person:

14.

HC

SCHEDULE 13D

CUSIP No.: 67551U05 Page 3 of 12 Pages

Names of Reporting Persons.

1.

Dubai Holding INVESTMENTS GROUP LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)

(b)

3. SEC Use Only

Source of Funds (See Instructions)

4.

BK

Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Dubai

	7. Sole Voting Power	None
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	29,953,094
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	29,953,094

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

29,953,094

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

17.4%

Type of Reporting Person:

14.

HC

SCHEDULE 13D

CUSIP No.: 67551U05 Page 4 of 12 Pages

Names of Reporting Persons.

1.

Dubai HOLDING LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)

(b)

3. SEC Use Only

Source of Funds (See Instructions)

4.

BK

Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Dubai

	7. Sole Voting Power	None
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	29,953,094
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	29,953,094

11. Aggregate Amount Beneficially Owned by Each Reporting Person

29,953,094

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

17.4%

Type of Reporting Person:

14.

HC

SCHEDULE 13D

CUSIP No.: 67551U05 Page 5 of 12 Pages

Names of Reporting Persons.

1.

HE Mohammad AbdullaH Ali Al Gergawi

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)

(b)

3. SEC Use Only

Source of Funds (See Instructions)

4.

BK

Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

United Arab Emirates

	7.	Sole Voting Power	None
	8.	Shared Voting Power	29,953,094
Number of Shares Beneficially Owned by Each Reporting Person With	9.	Sole Dispositive Power	None
	10.	Shared Dispositive Power	29,953,094

11. Aggregate Amount Beneficially Owned by Each Reporting Person

29,953,094

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

17.4%

Type of Reporting Person:

14.

IN

SCHEDULE 13D

CUSIP No.: 67551U05 Page 6 of 12 Pages

Names of Reporting Persons.

1.

AHMAD ABDULLA JUMA BIN BYAT

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)

(b)

3. SEC Use Only

Source of Funds (See Instructions)

4.

BK

Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

United Arab Emirates

	7. Sole Voting Power	None
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	29,953,094
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	29,953,094

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

29,953,094

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

17.4%

Type of Reporting Person:

14.

IN

Page 7 of 12 Pages

This Amendment No. 3 to a Statement on Schedule 13D amends and restates in its entirety such Schedule 13D (as so amended and restated, this “Statement”). This Amendment No. 3 is being filed because the number of Class A Shares (as defined in Item 1 below) beneficially owned by the Reporting Persons (as defined in Item 2 below) has decreased by an amount in excess of one percent of the total number of Class A Shares outstanding.

Item 1. Security and Issuer.

This Statement 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”). The principal executive offices of the Issuer are located at 9 West 57th Street, New York, NY 10019.

Item 2. Identity and Background.

This Statement is filed on behalf of DIC Sahir Limited (“DIC Sahir”), Dubai Holding Investments Group LLC (“DHIG”), Dubai Holding LLC (“Dubai Holding”), Mr Ahmad Abdulla Juma Bin Byat (“Mr Bin Byat”) and HE Mohammad Abdullah Ali Al Gergawi (“HE Gergawi” and, together with DIC Sahir, DHIG, Dubai Holding and Mr Bin Byat, the “Reporting Persons”). DIC Sahir is a company organized under the laws of the Cayman Islands. Each of DHIG and Dubai Holding is a company organized under the laws of Dubai. DIC Sahir, the direct holder of the Class A Shares, is a subsidiary of DHIG, which in turn is a subsidiary of Dubai Holding. DIC Sahir is a company established for the purposes of making investments. DHIG is a holding company for certain companies within the Dubai Holding group. Dubai Holding is a holding company for the Dubai Holding group. A majority of the shares of Dubai Holding are owned by His Highness Sheikh Mohammed bin Rashid Al Maktoum. HE Gergawi is the sole manager of Dubai Holding and Mr Bin Byat is the sole manager of DHIG. HE Gergawi and Mr Bin Byat are citizens of the United Arab Emirates.

The address of the principal business and principal office for DHIG, Dubai Holding, Mr Bin Byat and HE Gergawi is c/o Dubai Holding LLC, Emirates Towers Offices, Level 49, P.O. Box 73311, Dubai, United Arab Emirates. The address of the principal business and principal officer for DIC Sahir is c/o Maples Corporate Services Limited, PO Box 309, Ugland House Grand Cayman KYI-1104, Cayman Islands.

During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The funds for the acquisition of the Class A Shares on November 19, 2007 were provided through a credit facility between DHIG and Morgan Stanley Bank International Limited. The proceeds of this credit facility were made available by DHIG to its subsidiary, Dubai International Capital LLC, which in turn contributed the funds to DIC Sahir. The 2007 Facility was refinanced in 2008 and is no longer in place; the facilities established in 2008 (as amended in 2009 and 2013, the "2008 Facilities") continue to prohibit DHIG from permitting a security interest to be imposed on the Class A Shares, and do not permit a disposition of the Class A Shares unless the disposition is at fair value, the proceeds are applied to prepay indebtedness under the credit facilities, and the value of the retained interests is at least equal to the amount outstanding under such credit facilities. The 2008 Facilities are described further in Item 4 below.

The total purchase price paid by the Reporting Persons for the acquisition was approximately \$1.2 billion, pursuant to the Securities Purchase and Investment Agreement attached as an exhibit to this Statement.

Item 4. Purpose of Transaction.

The Class A Shares were acquired by the Reporting Persons for investment purposes. Subject to any applicable legal and contractual restrictions on its ability to do so (including the provisions of the 2008 Facilities), the Reporting Persons intend to periodically review their investment in the Issuer and, based on a number of factors, including the Reporting Persons' evaluation of the Issuer's business prospects and financial condition, the market for the Issuer's shares, general economic and stock market conditions and other investment opportunities, the Reporting Persons may acquire or dispose of securities of the Issuer.

The 2008 Facilities include provisions that require the Reporting Persons to sell or otherwise transfer Class A Shares from time to time. In particular, each lender under the 2008 Facilities has the right, at any time, to exit the facilities by directing DHIG to procure the transfer to that lender a number of Class A Shares that is proportionate to that lender's participation in the facilities as consideration for that lender's discharge of the obligations owed by DHIG to that lender under the facilities. The lenders under the 2008 Facilities also have certain voluntary sale rights and mandatory sale rights. Under the voluntary sale rights, each lender has the right to initiate a process whereby DHIG would procure the sale of a number of Class A Shares as directed by participating lenders, with the proceeds applied pro rata to pay down a portion of the outstanding debt or retire a portion of the participations of participating lenders. Under the mandatory sale rights, DHIG is required to effect the sale of 25% or more of the Class A Shares held by the Reporting Persons if the market value of such Class A Shares exceeds the amount outstanding under the facilities by more than a specified amount, with the proceeds applied pro rata to pay down a portion of the outstanding debt or retire a portion of the participations of the participating lenders (subject to the right of each lender to opt out

depending on the expected sale price).

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. The Reporting Persons may, at any time, review or reconsider their position with respect to the Issuer and formulate plans or proposals with respect to any of such matters.

Page 9 of 12 Pages

Item 5. Interest in Securities of the Issuer.

(a) – (b) According to the Issuer’s Quarterly Report on Form 10-Q for the period ended June 30, 2014, filed with the Securities and Exchange Commission on August 5, 2014, the number of Class A Shares outstanding as of July 31, 2014 was 171,744,202. Following the consummation of the transfer described in clause (c) below, the Reporting Persons may be deemed the beneficial owner of 29,953,094 Shares (approximately 17.4% of the total number of Class A Shares outstanding). As the direct or indirect parent companies of DIC Sahir, each of DHIG and Dubai Holding may be deemed to share voting and dispositive power of the Class A Shares beneficially owned by DIC Sahir. DHIG and Dubai Holding disclaim beneficial ownership of such Shares for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Act”), other than their pecuniary interest therein. Based on his relationship with DIC Sahir, DHIG and Dubai Holding, each of HE Gergawi and Mr Bin Byat may be deemed to share voting and dispositive power of the Class A Shares beneficially owned by DIC Sahir; HE Gergawi and Mr Bin Byat disclaim beneficial ownership of such Class A Shares for purposes of Section 13(d) of the Act.

(c) On August 11, 2014, DIC Sahir transferred 3,274,191 Class A Shares to a lender under the 2008 Facilities as consideration for the irrevocable and unconditional discharge of the obligations owed by DHIG to such lender under the 2008 Facilities.

(d) The information set forth in Item 2 is incorporated herein by reference.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Pursuant to the Registration Rights Agreement, dated as of November 19, 2007 (the “Registration Rights Agreement”), between the Issuer and DIC Sahir, in the event the Issuer proposes to register equity securities owned by the Existing Partners (as defined therein) under the Securities Act of 1933, DIC Sahir will have certain “piggyback” registration rights with respect to the Class A Shares. The Registration Rights Agreement is filed as an exhibit to this Statement and the preceding summary of its relevant terms is qualified in its entirety by reference thereto.

Item 7. Material to be Filed as Exhibits.

The Exhibit Index is incorporated herein by reference.

Page 10 of 12 Pages

SIGNATURE

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

Date: August 12, 2014

DIC Sahir Limited

By: /s/ Samer Al Haj
Name: Samer Al Haj
Title: Authorized Signatory

Dubai Holding Investments
Group LLC

By: /s/ Philip Iype
Name: Philip Iype
Title: Attorney-in-Fact

By: /s/ Vikas Jain
Name: Vikas Jain
Title: Attorney-in-Fact

Dubai Holding LLC

By: /s/ Philip Iype
Name: Philip Iype
Title: Attorney-in-Fact

By: /s/ Vikas Jain
Name: Vikas Jain
Title: Attorney-in-Fact

Page 11 of 12 Pages

Mohammad Abdullah
Ali Al Gergawi

By: /s/ Philip Iype
Name: Philip Iype
Title: Attorney-in-Fact

By: /s/ Vikas Jain
Name: Vikas Jain
Title: Attorney-in-Fact

Ahmad Abdulla Juma
Bin Byat

By: /s/ Philip Iype
Name: Philip Iype
Title: Attorney-in-Fact

By: /s/ Vikas Jain
Name: Vikas Jain
Title: Attorney-in-Fact

Page 12 of 12 Pages

Exhibit Index

- No.
1. Joint Filing Agreement, dated as of December 5, 2007. (Filed as Exhibit 1 to the Schedule 13D filed by the Reporting Persons on January 18, 2008 (File No. 005-83398) and incorporated herein by reference).
 2. Securities Purchase and Investment Agreement, dated as of October 29, 2007, among the Issuer, Dubai International Capital LLC and DIC Sahir. (Filed as Exhibit 10.16 to the Issuer's registration statement on Form S-1 (File No. 333-144256) and incorporated herein by reference.)
 3. Loan Agreement between DHIG and Morgan Stanley Bank International Limited concluded on or about November 15, 2007.* (Filed as Exhibit 3 to the Schedule 13D filed by the Reporting Persons on June 10, 2010 (File No. 005-83398) and incorporated herein by reference.)
 4. Registration Rights Agreement, dated as of November 19, 2007, between the Issuer and DIC Sahir. (Filed as Exhibit 4 to the Schedule 13D filed by the Reporting Persons on January 18, 2008 (File No. 005-83398) and incorporated herein by reference.)
 5. Joinder to Joint Filing Agreement, dated as of June 10, 2010, executed by Mr Bin Byat. (Filed as Exhibit 5 to the Schedule 13D filed by the Reporting Persons on June 10, 2010 (File No. 005-83398) and incorporated herein by reference.)
 6. Powers of Attorneys executed by (a) Dubai Holding, (b) DHIG, (c) Mr Bin Byat and (d) HE Gergawi.

* Confidential material appearing in this document has been omitted and filed separately with the Securities and Exchange Commission in accordance with the Act and Rule 24b-2 promulgated thereunder.

Exhibit 6

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that Dubai Holding Investment Group LLC (the "**Company**") does hereby make, constitute and appoint each of Vikas Jain and Philip Type (acting together) (and any other employee of Dubai Holding LLC or one of its affiliates designated in writing by one of the attorneys-in-fact), as its true and lawful attorneys, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under or in relation to the Securities Exchange Act of 1934 (as amended, the "Act") with respect to securities in Och-Ziff Capital Management Group LLC which may be deemed to be beneficially owned by the Company under the Act, and to take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the Company, it being understood that the documents executed by such attorney-in-fact on behalf of the Company pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly caused this Power of Attorney to be executed as of this 15th day of June, 2014.

**DUBAI HOLDING
INVESTMENT GROUP
LLC**

By: /s/ Ahmad Binbyat
Name: Ahmad Binbyat
Title: General Manager

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that Dubai Holding LLC (the "**Company**") does hereby make, constitute and appoint each of Vikas Jain and Philip lype (acting together) (and any other employee of Dubai Holding LLC or one of its affiliates designated in writing by one of the attorneys-in-fact), as its true and lawful attorneys, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under or in relation to the Securities Exchange Act of 1934 (as amended, the "Act") with respect to securities in Och-Ziff Capital Management Group LLC which may be deemed to be beneficially owned by the Company under the Act, and to take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the Company, it being understood that the documents executed by such attorney-in-fact on behalf of the Company pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly caused this Power of Attorney to be executed as of this 15th day of June, 2014.

DUBAI HOLDING LLC

By: /s/ H. E. Mohammad Ali Al Gergawi
Name: H. E. Mohammad Ali Al Gergawi
Title: General Manager

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned does hereby make, constitute and appoint each of Vikas Jain and Philip Iype (acting together) (and any other employee of Dubai Holding LLC or one of its affiliates designated in writing by one of the attorneys-in-fact), as his true and lawful attorneys, to execute and deliver in his name and on his behalf, whether the undersigned is acting individually or as representative of others, any and all filings required to be made by the undersigned under or in relation to the Securities Exchange Act of 1934 (as amended, the "Act") with respect to securities in Och-Ziff Capital Management Group LLC which may be deemed to be beneficially owned by the undersigned under the Act, and to take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall not be affected by the subsequent disability or incompetence of the undersigned, and shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of Dubai Holding LLC or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly caused this Power of Attorney to be executed as of this 15th day of June, 2014.

**H. E. MOHAMMAD ABDULLAH ALI AL
GERGAWI**

By:/s/ H. E. Mohammad Abdullah Ali Al Gergawi

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned does hereby make, constitute and appoint each of Vikas Jain and Philip Iype (acting together) (and any other employee of Dubai Holding LLC or one of its affiliates designated in writing by one of the attorneys-in-fact), as his true and lawful attorneys, to execute and deliver in his name and on his behalf, whether the undersigned is acting individually or as representative of others, any and all filings required to be made by the undersigned under or in relation to the Securities Exchange Act of 1934 (as amended, the "Act") with respect to securities in Och-Ziff Capital Management Group LLC which may be deemed to be beneficially owned by the undersigned under the Act, and to take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall not be affected by the subsequent disability or incompetence of the undersigned, and shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of Dubai Holding LLC or one of its affiliates.

IN WITNESS WHERE OF, the undersigned has duly caused this Power of Attorney to be executed as of this 15th day of June, 2014.

**AHMAD ABDULLA
JUMA BINBYAT**

By: /s/ Ahmad Binbyat
Ahmad Binbyat