

Shafir Robert Scott
Form 4
April 02, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shafir Robert Scott

2. Issuer Name **and** Ticker or Trading
Symbol
Och-Ziff Capital Management Group
LLC [OZM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

C/O OCH-ZIFF CAPITAL
MANAGEMENT GROUP, 9 WEST
57TH STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Restricted Share Units	<u>(1)</u>	03/29/2019		A		14,296 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Class A Shares	14,296	\$
Class A Restricted Share Units	<u>(1)</u>	03/29/2019		A		2,373 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Class A Shares	2,373	\$
Class A Restricted Share Units	<u>(1)</u>	03/29/2019		A		3,721 <u>(2)</u>		<u>(4)</u>	<u>(4)</u>	Class A Shares	3,721	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shafir Robert Scott C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP 9 WEST 57TH STREET NEW YORK, NY 10019	X		Chief Executive Officer	

Signatures

/s/ Wayne N. Cohen, power of attorney for Robert Scott
Shafir

04/02/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each Class A Restricted Share Unit represents, at the election of the administrator of the applicable plan (currently the Issuer's Compensation Committee), a right to receive one of the Issuer's Class A Shares or the cash value thereof, upon the vesting date.
- (2) The Class A Restricted Share Units are dividend equivalents accrued on outstanding Class A Restricted Share Units.
- (3) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on February 5, 2018. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on February 5, 2020, February 5, 2021 and February 5, 2022.
- (4)

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The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2019. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on January 31, 2020, January 31, 2021, January 31, 2022 and January 31, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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