

Bass Daniel
 Form 4
 December 27, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bass Daniel

2. Issuer Name and Ticker or Trading Symbol
 Fortress Investment Group LLC [FIG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 1345 AVENUE OF THE AMERICAS, 46TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/27/2017

NEW YORK, NY 10105

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Shares | 12/27/2017 | | D ⁽¹⁾ | V | 112,884 | D | |
| Class A Shares | 12/27/2017 | | D ⁽¹⁾ | V | 38,000 | D | Daniel N. Bass Insurance Trust |
| Class A Shares | 12/27/2017 | | D ⁽¹⁾ | V | 225,000 | D | 2016 Grantor Annuity Trust |

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

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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)

| 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. I. De II. Sec (In | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Share Units | (2) | 12/27/2017 | | D(3) | 398,080 | (4) | (5) | Class A Shares | 398,080 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bass Daniel 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | | | Chief Financial Officer | |

Signatures

/s/ Daniel N. Bass
12/27/2017

**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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of February 14, 2017, as amended by Amendment No. 1, dated as of July 7, 2017 ("Merger Agreement"), by and among the issuer, SB Foundation Holdings LP. ("Parent") and Foundation Acquisition LLC, a wholly owned subsidiary of Parent, pursuant to which each of the issuer's outstanding Class A shares were converted into the right to receive \$8.08 in cash, without interest, less any applicable taxes required to be withheld.
 - (2) Each Restricted Share Unit represented a contingent right to one Class A Share.
 - (3) Disposed of pursuant to the Merger Agreement, pursuant to which each restricted stock unit relating to the issuer's Class A shares, whether vested but not yet delivered or unvested, that was outstanding immediately prior to the effective time of the merger was cancelled and converted as of the effective time of the merger into the right of the holder thereof to receive a cash payment equal to the per-share merger consideration of \$8.08, without interest, less any applicable withholding taxes.

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(4) See Issuer Proxy statement for information on vesting dates.

(5) The rights attaching to Restricted Share Units generally terminate upon termination of employment.

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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