

Hybrid GP Holdings LLC
Form 4
January 25, 2018

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

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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 *
Fortress Investment Group LLC

2. Issuer Name and Ticker or Trading Symbol
AMERICOLD REALTY TRUST
[COLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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
X 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares of Beneficial Interest | 01/23/2018 | | M ⁽¹⁾ | | 18,574,619 | A | \$ 9.81 | 87,917,388 | I | See footnote (2) |
| Common Shares of Beneficial Interest | 01/23/2018 | | F ⁽¹⁾ | | 12,147,801 | D | \$ 15 | 75,769,587 | I | See footnote (2) |
| Common Shares of Beneficial Interest | 01/23/2018 | | S | | 13,581,284 | D | \$ 14.904 | 62,188,303 | I | See footnote (2) |

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Interest

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Warrants to purchase Common Shares | \$ 9.81 | 01/23/2018 | | M ⁽¹⁾ | 18,574,619 | 12/10/2009 | ⁽³⁾ | Common Shares of Beneficial Interest | 18,574,619 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FIG Corp. C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| Fortress Operating Entity I LP C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| Hybrid GP Holdings LLC C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FIG LLC C/O FORTRESS INVESTMENT GROUP LLC | | X | | |

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1345 AVENUE OF THE AMERICAS, 46TH FLOOR
NEW YORK, NY 10105

CF Cold GP LLC
C/O FORTRESS INVESTMENT GROUP LLC X
1345 AVENUE OF THE AMERICAS, 46TH FLOOR
NEW YORK, NY 10105

CF Cold LP
C/O FORTRESS INVESTMENT GROUP LLC X
1345 AVENUE OF THE AMERICAS, 46TH FLOOR
NEW YORK, NY 10105

Signatures

| | |
|---|------------|
| FORTRESS INVESTMENT GROUP LLC, by /s/ David N. Brooks, its Secretary | 01/25/2018 |
| __Signature of Reporting Person | Date |
| FIG CORP., by /s/ David N. Brooks, its Secretary | 01/25/2018 |
| __Signature of Reporting Person | Date |
| FORTRESS OPERATING ENTITY I LP, by FIG Corp., its general partner, by /s/ David N. Brooks, its Secretary | 01/25/2018 |
| __Signature of Reporting Person | Date |
| HYBRID GP HOLDINGS LLC, by Fortress Operating Entity I LP, its sole managing member, by FIG Corp., its general partner, by /s/ David N. Brooks, its Secretary | 01/25/2018 |
| __Signature of Reporting Person | Date |
| FIG LLC, by /s/ David N. Brooks, its Secretary | 01/25/2018 |
| __Signature of Reporting Person | Date |
| CF COLD GP LLC, by /s/ Constantine M. Dakolias, its President | 01/25/2018 |
| __Signature of Reporting Person | Date |
| CF COLD LP, by CF Cold GP LLC, its General Partner, by /s/ Constantine M. Dakolias, its President | 01/25/2018 |
| __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) Represents the cashless exercise of Warrants to purchase 18,574,619 Common Shares of Beneficial Interest ("Common Shares") by YF ART Holdings, L.P., a Delaware limited partnership ("YFA"). Pursuant to the terms of the Warrants, the Issuer withheld 12,147,801 Common Shares to pay the exercise price, and issued 6,426,818 Common Shares to YFA.
 - (2) Securities held through YFA. YFA is not controlled by the reporting persons and may file separate reports under Section 16. Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.
 - (3) The Warrants to purchase Common Shares expire on the earliest to occur of (i) 5:00 p.m. New York time on January 31, 2019, (ii) the closing of a qualified sale transaction and (iii) the closing of a qualified initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.