

Innocoll Holdings plc
 Form 3
 January 03, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fortress Investment Group LLC | | | (Month/Day/Year) | | Innocoll Holdings plc [INNL] | |
| (Last) | (First) | (Middle) | 01/01/2017 | | | |
| 1345 AVENUE OF THE AMERICAS,Â 46TH FLOOR | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10105 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares | 4,085,469 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | See Footnotes ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
|--------------------------------------|------------------|-----------------|-----------------|----------------------------|----------|---------------------------------------|---|
| Warrants to purchase Ordinary Shares | 03/16/2016 | 06/15/2019 | Ordinary Shares | 929,156 | \$ 7.39 | I | |

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 | ^ | ^ |
| Hybrid GP Holdings LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| FIG Corp. 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| FIG LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ FORTRESS INVESTMENT GROUP LLC, by David N. Brooks, its Secretary | 01/03/2017 |
| **Signature of Reporting Person | Date |
| /s/ HYBRID GP HOLDINGS LLC, by Fortress Operating Entity I LP, its sole managing member, by FIG Corp., its general partner, by David N. Brooks, its Secretary | 01/03/2017 |
| **Signature of Reporting Person | Date |
| /s/ FORTRESS OPERATING ENTITY I LP, by FIG Corp., its general partner, by David N. Brooks, its Secretary | 01/03/2017 |
| **Signature of Reporting Person | Date |
| /s/ FIG Corp., by David N. Brooks, its Secretary | 01/03/2017 |
| **Signature of Reporting Person | Date |
| /s/ FIG LLC, by David N. Brooks, its Secretary | 01/03/2017 |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Cam Investment Cayman Holdings L.P. ("Cam Investment"), a Cayman Islands limited partnership, directly holds the securities of the Issuer.
- (2) The general partner of Cam Investment is Cam Investment Cayman Holdings GP Inc. FCOF II Europe UB Securities DAC ("FCOF II DAC"), FTS SIP (Europe) DAC ("FTS SIP DAC"), FCO MA II Europe UB Securities DAC ("MA II DAC"), FCO Europe MA LSS Limited ("LSS Limited"), FGO (Yen) Investments DAC ("FGO Yen DAC") and FCO Europe MA ML DAC ("MA ML DAC") collectively hold a 100% interest in Cam Investment and its general partner Cam Investment Cayman Holdings GP Inc.
- (3) FCOF II UB Securities LLC ("FCOF II UB Securities") holds a 70% interest in FCOF II DAC. Fortress Credit Opportunities Fund II (A) LP ("FCOF II A"), FCOF II UB Holdings Ltd. ("UB Holdings") and Fortress Credit Opportunities Fund II (E) LP ("FCOF II E") collectively hold a 100% interest in FCOF II UB Securities. FCOF II BCD Holdings LLC ("BCD Holdings") holds a 100% interest in UB Holdings. Fortress Credit Opportunities Fund II (B) LP ("FCOF II B"), Fortress Credit Opportunities Fund II (C) L.P. ("FCOF II C") and Fortress Credit Opportunities Fund II (D) L.P. ("FCOF II D") collectively hold a 100% interest in BCD Holdings. FCO Fund II GP LLC ("FCO II GP") is the general partner of each of FCOF II A, FCOF II B, FCOF II C, FCOF II D and FCOF II E.
- (4) Fortress Credit Opportunities Advisors LLC ("FCO Advisors") is the investment advisor of each of FCOF II A, FCOF II B, FCOF II C, FCOF II D and FCOF II E. FTS SIP L.P. ("FTS SIP") holds a 70% interest in FTS SIP DAC. FCO MA GP LLC ("FCO MA GP") is the general partner of FTS SIP. Fortress Credit Opportunities MA Advisors LLC ("FCO MA Advisors") is the investment advisor of FTS SIP. FCO MA II UB Securities LLC ("FCO MA II UB Securities") holds a 70% interest in MA II DAC. FCO MA II LP ("FCO MA II") holds a 100% interest in FCO MA II UB Securities. FCO MA II GP LLC ("FCO MA II GP") is the general partner of FCO MA II. Fortress Credit Opportunities MA II Advisors LLC ("FCO MA II Advisors") is the investment advisor of FCO MA II. FCO MA LSS LP ("FCO MA LSS") holds a 70% interest in LSS Limited. FCO MA LSS GP LLC ("FCO MA LSS GP") is the general partner of FCO MA LSS. FCO MA LSS Advisors LLC ("FCO MA LSS Advisors") is the investment advisor of FCO MA LSS.
- (5) Fortress Global Opportunities (Yen) Fund L.P. ("FGO Yen") holds a 70% interest in FGO Yen DAC. FGO (Yen) GP LLC ("FGO Yen GP") is the general partner of FGO Yen. Fortress Global Opportunities (Yen) Advisors LLC ("FGO Yen Advisors") is the investment advisor of FGO Yen. FCO MA Maple Leaf LP ("FCO MAPLE LEAF") and FCO MA MAPLE LEAF GP LLC ("FCO MAPLE LEAF GP") hold a 70% interest in MA ML DAC. FCO MAPLE LEAF GP is the general partner of FCO MAPLE LEAF.
- (6) Fortress Credit Opportunities MA MAPLE LEAF Advisors LLC ("FCO MAPLE LEAF Advisors") is the investment advisor of FCO MAPLE LEAF. Hybrid GP Holdings LLC ("Hybrid GP Holdings") holds a 100% interest in each of FCO II GP, FCO MA GP, FCO MA II GP, FCO MA LSS GP, FGO Yen GP and FCO MAPLE LEAF GP. Fortress Operating Entity I LP ("FOE I") is the sole managing member of Hybrid GP Holdings. FIG LLC ("FIG") holds a 100% interest in FCO Advisors, FCO MA Advisors, FCO MA II Advisors, FCO MA LSS Advisors, FGO Yen Advisors and FCO MAPLE LEAF Advisors. FOE I is the sole managing member of FIG. FIG Corp. is the general partner of FOE I. FIG Corp. is wholly-owned by Fortress Investment Group LLC.
- (7) 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.

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Remarks:

The reporting persons are filing this form in connection with the Issuer's transition from reporting a

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.