

Edgar Filing: Fortress Investment Group LLC - Form 13F-HR

Fortress Investment Group LLC  
Form 13F-HR  
November 14, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fortress Investment Group LLC  
Address: 1345 Avenue of the Americas, 46th Flr.  
New York, NY 10105

13F File Number: 28-12421

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David Brooks  
Title: Secretary, VP and General Counsel  
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ David Brooks New York, NY November 14, 2008

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 13  
Form13F Information Table Entry Total: 92  
Form13F Information Table Value Total: \$2,219,202 (thousands)  
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
1	28-12421	Fortress Investment Group LLC
2	28-12417	FIG Corp
3	28-12418	Fortress Operating Entity I LP
4	28-10806	FIG LLC
5	28-10807	Drawbridge Global Macro Advisors LLC
6	28-11237	Drawbridge Special Opportunities Advisors LLC
7	28-11538	Fortress Fund MM LLC
8	28-11537	Fortress Fund MM II LLC
9	28-10162	FIG Advisors LLC
10	28-12420	RIC Coinvestment Fund GP LLC
11	28-12416	Fortress Investment Fund GP Holdings LLC
12	28-12512	Fortress Fund III GP LLC
13	28-12439	Fortress Operating Entity II LP
14	28-NEW	Fortress Commodities Advisors LLC

### FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	OTH MANA
2020 CHINACAP ACQUIRCO INC	COM	90212G109	3163	437000	SH		DEFINED	1 2
ADVANCED TECHNOLOGY ACQU COR	UNIT 06/11/2011	007556202	14163	1856250	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	41483	4185875	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	215543	21750002	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	35924	3625000	SH		DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	COM	02149U101	10352	1150300	SH		DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	*W EXP 08/01/201	02149U119	388	1210250	SH		DEFINED	1 2
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	2410	104334	SH		DEFINED	1 2
ASIA SPECIAL SIT ACQST CORP	SHS	G0538M105	5818	650000	SH		DEFINED	1 2
BALLY TECHNOLOGIES INC	COM	05874B107	3785	125000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	387043	17600867	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	218339	9929000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	2749	125000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	730684	33228000	SH		DEFINED	1 2
CAL MAINE FOODS INC	COM NEW	128030202	519	18900	SH		DEFINED	1 2
CAPITOL ACQUISITION CORP DEL	COM	14055E104	9000	1000000	SH		DEFINED	1 2
CAPITOL ACQUISITION CORP DEL	*W EXP 11/08/201	14055E112	16	55950	SH		DEFINED	1 2
CAPITOL ACQUISITION CORP DEL	*W EXP 11/08/201	14055E112	232	750000	SH		DEFINED	1 2
CATERPILLAR INC DEL	COM	149123101	22350	375000	SH	PUT	DEFINED	1 2
CHINA HLDGS ACQUISITION CORP	UNIT 99/99/9999	16942N205	7920	990000	SH		DEFINED	1 2
COLUMBUS ACQUISITION CORP	*W EXP 05/18/201	198851115	11	72700	SH		DEFINED	1 2
COLUMBUS ACQUISITION CORP	COM	198851107	2280	300000	SH		DEFINED	1 2
DANA HOLDING CORP	COM	235825205	6218	1284588	SH		DEFINED	1 2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	3192	30975	SH		DEFINED	1 2
ENTERPRISE ACQUISITION CORP	UNIT 99/99/9999	29365R207	1772	184600	SH		DEFINED	1 2
ENTERPRISE ACQUISITION CORP	UNIT 99/99/9999	29365R207	4626	500000	SH		DEFINED	1 2
EVOLUTION PETROLEUM CORP	COM	30049A107	3838	1323500	SH		DEFINED	1 2
GATEHOUSE MEDIA INC	COM	367348109	654	1334011	SH		DEFINED	1 2
GATEHOUSE MEDIA INC	COM	367348109	10805	22050000	SH		DEFINED	1 2
GATEHOUSE MEDIA INC	COM	367348109	453	925800	SH		DEFINED	1 2
GENERAL ELECTRIC CO	COM	369604103	49725	1950000	SH	PUT	DEFINED	1 2
GENERAL ELECTRIC CO	COM	369604103	6375	250000	SH		DEFINED	1 2

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GENERAL GROWTH PPTYS INC	COM	370021107	467	30900	SH	DEFINED	1	2	
GENESIS LEASE LTD	ADR	37183T107	2491	285000	SH	DEFINED	1	2	
GLOBAL BRANDS ACQUISITION CO	COM	378982102	923	100299	SH	DEFINED	1	2	
GLOBAL BRANDS ACQUISITION CO	UNIT 99/99/9999	378982201	5661	599079	SH	DEFINED	1	2	
GLOBAL BRANDS ACQUISITION CO	UNIT 99/99/9999	378982201	14176	1500000	SH	DEFINED	1	2	
GLOBAL CONSUMER ACQST CORP	*W EXP 11/27/201	378983118	138	511000	SH	DEFINED	1	2	
GLOBAL CONSUMER ACQST CORP	COM	378983100	3063	338500	SH	DEFINED	1	2	
GLOBAL CONSUMER ACQST CORP	UNIT 99/99/9999	378983209	600	64500	SH	DEFINED	1	2	
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	1937	202000	SH	DEFINED	1	2	
GOLDEN POND HEALTHCARE INC	UNIT 99/99/9999	38116J208	5692	750000	SH	DEFINED	1	2	
GOLDMAN SACHS GROUP INC	COM	38141G104	5568	43500	SH	CALL	DEFINED	1	2
GRAFTECH INTL LTD	COM	384313102	8251	546000	SH	DEFINED	1	2	
HECKMANN CORP	COM	422680108	232	28200	SH	DEFINED	1	2	
HECKMANN CORP	*W EXP 11/09/201	422680116	690	324100	SH	DEFINED	1	2	
HICKS ACQUISITION CO I INC	COM	429086309	5370	600000	SH	DEFINED	1	2	
HIGHLANDS ACQUISITION CORP	COM	430880104	3608	400000	SH	DEFINED	1	2	
IDEATION ACQUISITION CORP	UNIT 99/99/9999	451665202	1812	250000	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	24171	700000	SH	PUT	DEFINED	1	2
KAPSTONE PAPER & PACKAGING C	COM	48562P103	3112	490000	SH	DEFINED	1	2	
KBL HEALTHCARE ACQUIS CORP I	UNIT 99/99/9999	48241N206	4804	658100	SH	DEFINED	1	2	
LEHMAN BROS HLDGS INC	COM	524908100	215	1000000	SH	CALL	DEFINED	1	2
LIBERTY ACQUISITION HLDGS CO	COM	53015Y107	5997	673800	SH	DEFINED	1	2	
LINN ENERGY LLC	UNIT LTD LIAB	536020100	6694	437500	SH	DEFINED	1	2	
MBF HEALTHCARE ACQUISITION C	*W EXP 04/16/201	552650111	106	528750	SH	DEFINED	1	2	
MECHEL OAO	SPONSORED ADR	583840103	3143	175000	SH	CALL	DEFINED	1	2
MIRANT CORP NEW	COM	60467R100	10517	575000	SH	DEFINED	1	2	
NAVIOS MARITIME ACQUIS CORP	UNIT 99/99/9999	Y62159127	11576	1250000	SH	DEFINED	1	2	
NEWCASTLE	COM	65105M108	6515	1025729	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	1217	191600	SH	DEFINED	1	2	
NIKE INC	CL B	654106103	6690	100000	SH	PUT	DEFINED	1	2
NORTHWEST AIRLS CORP	COM	667280408	92	10238	SH	DEFINED	1	2	
NORTHWESTERN CORP	COM NEW	668074305	21244	845347	SH	DEFINED	1	2	
ODYSSEY MARINE EXPLORATION I	COM	676118102	872	192000	SH	DEFINED	1	2	
ODYSSEY MARINE EXPLORATION I	COM	676118102	17416	3836094	SH	DEFINED	1	2	
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	54279	370000	SH	CALL	DEFINED	1	2
PENN NATL GAMING INC	COM	707569109	4181	157377	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	UNIT 99/99/9999	74347T202	8554	924800	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	COM	74347T103	1820	200000	SH	DEFINED	1	2	
RADIOSHACK CORP	COM	750438103	1728	100000	SH	DEFINED	1	2	
RESEARCH IN MOTION LTD	COM	760975102	1776	26000	SH	CALL	DEFINED	1	2
SAPPHIRE INDUSTRIALS CORP	UNIT 99/99/9999	80306T208	9150	1000000	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	10343	520000	SH	DEFINED	1	2	
SMITHFIELD FOODS INC	COM	832248108	25408	1600000	SH	CALL	DEFINED	1	2
STONELEIGH PARTNERS ACQUS CO	COM	861923100	9419	1247500	SH	DEFINED	1	2	
STONELEIGH PARTNERS ACQUS CO	*W EXP 05/31/201	861923126	76	500000	SH	DEFINED	1	2	
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	2412	141700	SH	DEFINED	1	2	
TERRA INDS INC	COM	880915103	1764	60000	SH	DEFINED	1	2	
TREEHOUSE FOODS INC	COM	89469A104	2875	96800	SH	DEFINED	1	2	
TREMISIS ENERGY ACQ CORP II	UNIT 99/99/9999	89472N200	7976	1100000	SH	DEFINED	1	2	
TRIAN ACQUISITION I CORP	UNIT 99/99/9999	89582E207	7303	798200	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	COM	89677G109	637	71949	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	COM	89677G109	24249	2740000	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	*W EXP 10/22/201	89677G117	750	2501700	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	UNIT 07/12/2012	89677G208	514	57800	SH	DEFINED	1	2	
UNITED REFINING ENERGY CORP	UNIT 12/11/2011	911360204	14752	1600000	SH	DEFINED	1	2	
VICTORY ACQUISITION CORP	*W EXP 04/24/201	92644D118	147	367000	SH	DEFINED	1	2	
VICTORY ACQUISITION CORP	COM	92644D100	14240	1499000	SH	DEFINED	1	2	
WILLBROS GROUP INC	COM	969199108	1202	45350	SH	DEFINED	1	2	
WILLIAMS COS INC DEL	COM	969457100	6809	287900	SH	DEFINED	1	2	
WYETH	COM	983024100	19948	540000	SH	CALL	DEFINED	1	2