

GateHouse Media, Inc.
Form 3/A
April 13, 2007

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) | GateHouse Media, Inc. [GHS] | |
| (Last) | (First) | (Middle) | 10/24/2006 | | |
| 1345 AVENUE OF THE AMERICAS,Â | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 10/24/2006 |
| NEW YORK,Â NYÂ 10105 | | | <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 |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|
| Common Shares | 100,000 ⁽¹⁾ | I | By Fortress Partners Fund L.P. ⁽²⁾ |
| Common Shares | 250,000 ⁽¹⁾ | I | By Drawbridge Global Macro Master Fund Ltd. ⁽³⁾ |
| Common Shares | 212,500 ⁽¹⁾ | I | By Drawbridge DSO Securities LLC ⁽⁴⁾ |
| Common Shares | 37,500 ⁽¹⁾ | I | By Drawbridge OSO Securities LLC ⁽⁴⁾ |
| Common Shares | 22,050,000 ⁽¹⁾ | I | By FIF III Liberty Holdings LLC ^{(5) (6)} |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | Â | Â X | Â | Â |
| Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | See footnote 7 |
| Fortress Operating Entity II LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | See footnote 8 |
| FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |
| FORTRESS FUND III GP LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |
| Fortress Investment Fund III LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |
| Fortress Investment Fund III (Fund B) LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |

| | | | | |
|---|---|-----|---|---|
| Fortress Investment Fund III (Fund D) LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |
| FIF III Liberty Holdings LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |
| FIG Corp. 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â X | Â | Â |

Signatures

/s/ Randal A. Nardone-See signatures included in Exhibit 99.1 04/13/2007

__Signature of Reporting Person

Date

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).

This Form 3 amendment relates to the original Form 3, filed October 24, 2006, by Fortress Investment Group LLC ("FIG"), Fortress Operating Entity I LP (previously called Fortress Investment Holdings LLC), Fortress Operating Entity II LP (previously called Fortress Principal Investment Holdings II LLC), Fortress Investment Fund GP (Holdings) LLC, Fortress Fund III GP LLC, Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP and Fortress Investment Fund III (Fund D) L.P., which inadvertently omitted 600,000 shares held by certain FIG affiliates and incorrectly identified the entities which directly held the previously reported shares.

(2) Fortress Partners GP LLC ("FPGP") is the general partner of Fortress Partners Fund LP. Fortress Principal Investment Holdings IV LLC ("FPIH IV") is the sole managing member of FPGP. Fortress Partners Advisors LLC ("FPA") is the investment advisor of Fortress Partners Fund LP. FIG LLC is the sole managing member of FPA. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(3) Drawbridge Global Macro Master Fund Ltd. ("Global Macro Master") is wholly-owned by Drawbridge Global Macro Intermediate Fund LP ("Global Macro Intermediate") and Drawbridge Global Macro Fund LP ("Global Macro LP"). Drawbridge Global Macro Advisors LLC ("Global Macro Advisors") is the investment advisor of each of Global Macro Intermediate, Global Macro LP and Global Macro Master. FIG LLC is the sole managing member of Global Macro Advisors, and FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(4) Drawbridge Special Opportunities Fund LP ("DBSO LP") is the sole managing member of Drawbridge DSO Securities LLC. Drawbridge Special Opportunities Fund Ltd. ("DBSO LTD") is the sole managing member of Drawbridge OSO Securities LLC. Drawbridge Special Opportunities Advisors LLC ("DSOA") is the investment advisor of each of DBSO LP and DBSO LTD. FIG LLC is the sole managing member of DSOA, and FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(5) Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) L.P., Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP, Fortress Investment Fund III (Coinvestment Fund D) L.P. (collectively, the "Fund III Funds") are the members of FIF III Liberty Holdings LLC. Fortress Fund III GP LLC is the general partner of each of the Fund III Funds and its sole member is Fortress Investment Fund GP (Holdings) LLC. The sole member of Fortress Investment Fund GP (Holdings) LLC is Fortress Operating Entity II LP ("FOE II"). FIG Corp. is the general partner of FOE II, and FIG Corp. is wholly-owned by FIG. (Continued to footnote 6).

(6) Wesley R. Edens may be deemed to beneficially own the shares listed as beneficially owned by FIG. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or otherwise. Similarly, 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 an admission of beneficial ownership of the reported shares for purposes of Section 16 or otherwise.

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Remarks:

(7) At the time of the original Form 3, Fortress Operating Entity I LP was called Fortress Invest

(8) At the time of the original Form 3, Fortress Operating Entity II LP was called Fortress Princ

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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