

RAILAMERICA INC /DE

Form 3

October 09, 2009

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *
Â Fortress Investment Group
LLC

(Last) (First) (Middle)

1345 AVENUE OF THE
AMERICAS

(Street)

NEW YORK,Â NYÂ 10105

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/09/20093. Issuer Name **and** Ticker or Trading Symbol
RAILAMERICA INC /DE [RA]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. 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**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 Stock, par value \$0.01 per share

41,850,000

I

By RR Acquisition Holding LLC
(1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

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
RR Acquisition Holding LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
FIG 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 NEW YORK, NY 10105	Â	Â X	Â	Â
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
RR Acquisition MM LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â

Signatures

/s/ Randal A. Nardone, as Authorized Signatory of Fortress Investment Group LLC	10/09/2009
__Signature of Reporting Person	Date
/s/ Ken Nicholson, as Authorized Signatory of RR Acquisition MM LLC, Managing Member of RR Acquisition Holding LLC	10/09/2009
__Signature of Reporting Person	Date
/s/ Randal A. Nardone, as Authorized Signatory of FIG LLC	10/09/2009
__Signature of Reporting Person	Date
/s/ Randal A. Nardone, as Authorized Signatory of Fortress Operating Entity I LP	10/09/2009
__Signature of Reporting Person	Date
/s/ Randal A. Nardone, as Authorized Signatory of FIG Corp.	10/09/2009
__Signature of Reporting Person	Date
/s/ Ken Nicholson, as Authorized Signatory of RR Acquisition MM LLC	10/09/2009
__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).

RR Acquisition Holding LLC is wholly-owned by Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV

- (1) (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). RR Acquisition MM LLC is the managing member of RR Acquisition Holding LLC. RR Acquisition MM LLC is wholly-owned by the Fund IV Funds. (Continued in Footnote 2)

(Continued from Footnote 1) FIG LLC is the investment manager of each of the Fund IV Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC. By virtue of his ownership interest in Fortress Investment Group LLC and certain of its affiliates, Mr. Edens,

- (2) may be deemed to beneficially own the shares listed as beneficially owned by RR Acquisition Holding LLC. Mr. Edens disclaims beneficial ownership of such 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 any other purpose. (Continued in Footnote 3)

(Continued from Footnote 2) Similarly, each reporting person disclaims beneficial ownership of all reported shares except to the extent of

- (3) 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.

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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