Levin James S Form 4 April 25, 2018

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Levin James S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Och-Ziff Capital Management Group

(Check all applicable)

LLC [OZM]

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

Director 10% Owner X_ Officer (give title Other (specify

(Middle)

04/24/2018

below) Co-CIO and Head of Glbl Credit

C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, LLC, 9 W 57TH STREET

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

1.Title of 2. Transaction Date 2A. Deemed

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$

(1)

Security (Instr. 3)

(City)

(Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Indirect Ownership Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

Code V Amount

(A) Transaction(s) or Price (D)

(Instr. 3 and 4)

Class A Shares

04/24/2018

S 305,729 D 2.0388 0 D

(Instr. 4)

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

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SEC 1474 (9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 whet reduces	Director	10% Owner	Officer	Other			
Levin James S C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 W 57TH STREET NEW YORK, NY 10019			Co-CIO and Head of Glbl Credit				

Signatures

/s/ Wayne N. Cohen, power of attorney for James S. 04/25/2018 Levin

> **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).
 - The Class A Shares were sold at prices ranging from \$1.99 to \$2.23. Upon request, the Reporting Person will provide to the U.S.
- **(1)** Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer full information regarding the number of Class A Shares sold at each separate price.

Remarks:

All sales listed on this Form 4 were made by the Reporting Person pursuant to a pre-established plan that is intended to comply 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.

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