

Apollo Global Management LLC
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

APOLLO GLOBAL MANAGEMENT, LLC
(Name of Issuer)

Class A shares representing limited liability company interests
(Title of Class of Securities)

037612306
(CUSIP Number)

December 31, 2015
(Date of Event which Requires Filing of this Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed.

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

*The remainder
of this cover
page shall be
filled out for a
reporting
person's initial
filing on this
form with
respect to the
subject class of

securities, and
for any
subsequent
amendment
containing
information
which would
alter disclosures
provided in a
prior cover
page.

The information
required on the
remainder of
this cover page
shall not be
deemed to be
“filed” for the
purpose of
Section 18 of
the Securities
Exchange Act of
1934 (“Act”) or
otherwise
subject to the
liabilities of that
section of the
Act but shall be
subject to all
other provisions
of the Act
(however, see
the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BRH Holdings GP, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AP Professional Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

216,169,856 (see Item 4)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

216,169,856 (see Item 4)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Leon Black

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 037612306 SCHEDULE 13G Page 5 of 10

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joshua Harris

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Marc Rowan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

565,519 (see Item 4)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

565,519 (see Item 4)

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,735,375 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.5% (see Item 4)

12 TYPE OF REPORTING PERSON

IN

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ITEM 1. (a) Name of
Issuer:

Apollo Global
Management,
LLC

(b) Address of
Issuer's
Principal
Executive
Offices:

9 West 57th
Street, 43rd
Floor
New York,
New York
10019

ITEM 2. (a) Name of
Persons
Filing:

BRH
Holdings GP,
Ltd.
AP
Professional
Holdings,
L.P.
Leon Black
Joshua Harris
Marc Rowan

(b) Address of
Principal
Business
Office, or if
None,
Residence:

The principal
business
office for all

persons filing
is:

c/o Apollo
Global
Management,
LLC
9 West 57th
Street, 43rd
Floor
New York,
New York
10019

(c) Citizenship:

See Item 4 of
each cover
page.

(d) Title of Class
of Securities:

Class A
shares
representing
limited
liability
company
interests

(e) CUSIP
Number:

037612306

ITEM 3. IF THIS STATEMENT IS
FILED PURSUANT TO
RULES 13d-1(b), OR
13d-2(b) OR (c), CHECK
WHETHER THE PERSON
FILING IS A:

N/A

ITEM 4. OWNERSHIP.

BRH Holdings GP, Ltd.
("BRH Holdings") is one third
owned by Mr. Black, one
third owned by Mr. Harris

and one third owned by Mr. Rowan. BRH Holdings is the general partner of AP Professional Holdings, L.P. (“Holdings”), and may be deemed to be the beneficial owner of the Class A shares or the Apollo Operating Group units (the “AOG Units”) held by Holdings.

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(a) Amount beneficially owned:

As of December 31, 2015, BRH Holdings may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings (which are exchangeable into Class A shares on a one-for-one basis).

As of December 31, 2015, Holdings may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units it holds, assuming that it exchanges all AOG Units for Class A shares.

As of December 31, 2015, Leon Black, by virtue of his control of BRH Holdings, may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings. Mr. Black disclaims any beneficial ownership of these Class A shares, except to the extent of his personal pecuniary interest therein.

As of December 31, 2015, Joshua Harris, by virtue of his control of BRH Holdings, may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings. Mr. Harris disclaims any beneficial ownership of these Class A shares, except to the extent of his personal pecuniary interest therein.

As of December 31, 2015, Marc Rowan, by virtue of his control of BRH Holdings, may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings. Mr. Rowan disclaims any beneficial ownership of these Class A shares, except to the extent of his personal pecuniary interest therein. As of December 31, 2015, Marc Rowan beneficially owns an additional 565,519 Class A shares through MJR Foundation AC LLC, which is an estate planning vehicle for which voting and investment control are exercised by Mr. Rowan.

(b) Percent of class:

Based on approximately 352,248,792 voting Class A shares outstanding (after giving effect to the exchange of outstanding AOG Units), as of December 31, 2015, (i) each

of BRH Holdings GP, Ltd., AP Professional Holdings, L.P., Leon Black and Joshua Harris may be deemed to be the beneficial owner of approximately 61.4% of the total percentage of the voting power of the Class A shares of the Issuer, and (ii) Marc Rowan may be deemed to be the beneficial owner of approximately 61.5% of the total percentage of the voting power of the Class A shares of the Issuer.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:
See Item 5 of each cover page.
 - (ii) Shared power to vote or to direct the vote:
See Item 6 of each cover page.
 - (iii) Sole power to dispose or to direct the disposition of:
See Item 7 of each cover page.
 - (iv) Shared power to dispose or to direct the disposition of:
See Item 8 of each cover page.
-

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ITEM 5. OWNERSHIP OF
FIVE PERCENT
OR LESS OF A
CLASS.

N/A

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON.

N/A

ITEM 7. IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
WHICH
ACQUIRED THE
SECURITY BEING
REPORTED ON
BY THE PARENT
HOLDING
COMPANY.

N/A

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP.

N/A

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP.

N/A

ITEM 10. CERTIFICATIONS.

N/A

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

BRH HOLDINGS GP,
LTD.

By: /s/ John J. Suydam
Name: John J. Suydam
Title: Vice President

AP PROFESSIONAL
HOLDINGS, L.P.

By: BRH HOLDINGS GP,
LTD.,
its General Partner

By: /s/ John J.
Suydam
Name:
John J.
Suydam
Title:
Vice
President

LEON BLACK

By: /s/ Leon Black
Name: Leon Black

JOSHUA HARRIS

By: /s/ Joshua Harris
Name: Joshua Harris

MARC ROWAN

By:/s/ Marc Rowan

Name: Marc Rowan

Exhibit Index

Exhibit No.	Description
1	Joint Filing Agreement, dated February 14, 2013, among BRH Holdings GP, Ltd., AP Professional Holdings, L.P., Leon Black, Joshua Harris and Marc Rowan

Exhibit 1

JOINT FILING AGREEMENT

BRH Holdings GP, Ltd., AP Professional Holdings, L.P., Leon Black, Joshua Harris and Marc Rowan (the “Filing Persons”), hereby agree to file jointly a Schedule 13G and any amendments thereto relating to the aggregate ownership by each of the Filing Persons of any voting equity security of a class which is registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required by Rule 13d-1 and Rule 13d-2 promulgated under the Exchange Act, and hereby agree that this agreement be included as an Exhibit to such joint filing. Each of the Filing Persons agrees that the information set forth in such Schedule 13G and any amendments thereto with respect to such Filing Person will be true, complete and correct as of the date of such Schedule 13G or such amendment, to the best of such Filing Person’s knowledge and belief, after reasonable inquiry. Each of the Filing Persons makes no representations as to the accuracy or adequacy of the information set forth in the Schedule 13G or any amendments thereto with respect to any other Filing Person. Each of the Filing Persons shall promptly notify the other Filing Persons if any of the information set forth in the Schedule 13G or any amendments thereto shall become inaccurate in any material respect or if said person learns of information that would require an amendment to the Schedule 13G.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has executed this Joint Filing Agreement as of this 14th day of February, 2013.

BRH HOLDINGS GP,
LTD.

By: /s/ John J. Suydam
Name: John J. Suydam
Title: Vice President

AP PROFESSIONAL
HOLDINGS, L.P.

By: BRH
HOLDINGS GP,
LTD.,
its General
Partner

By: /s/ John J.
Suydam
Name:
John J.
Suydam
Title:
Vice
President

LEON BLACK

By: /s/ Leon Black
Name: Leon Black

JOSHUA HARRIS

By: /s/ Joshua Harris
Name: Joshua Harris

MARC ROWAN

By: /s/ Marc Rowan
Name: Marc Rowan

