

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

Fortress Investment Group LLC  
Form 13F-HR  
May 15, 2007

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2007

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: Randal A. Nardone  
Title: Chief Operating Officer  
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ Randal A. Nardone New York, NY May 15, 2007

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: 624  
Form13F Information Table Value Total: \$6,789,059 (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-	Fortress Fund III GP LLC
13	28-12439	Fortress Operating Entity II LP

### FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
3M CO	COM	88579Y101	290	3800	SH		DEFINED	1 2
AARON RENTS INC	COM	002535201	222	8400	SH		DEFINED	1 2
ABBOTT LABS	COM	002824100	240	4300	SH		DEFINED	1 2
ABERCROMBIE & FITCH CO	CL A	002896207	321	120000	SH	PUT	DEFINED	1 2
ABM INDS INC	COM	000957100	203	7700	SH		DEFINED	1 2
ABX AIR INC	COM	00080S101	5098	744132	SH		DEFINED	1 2
ACA CAPITAL HOLDINGS INC	COM	000833103	13505	963236	SH		DEFINED	1 2
ADMINISTAFF INC	COM	007094105	236	6700	SH		DEFINED	1 2
ADVANCED MEDICAL OPTICS INC	COM	00763M108	272	7300	SH		DEFINED	1 2
ADVANCED MICRO DEVICES INC	COM	007903107	13880	1062760	SH		DEFINED	1 2
AEP INDS INC	COM	001031103	520	12100	SH		DEFINED	1 2
AEROFLEX INC	COM	007768104	148	11245	SH		DEFINED	1 2
AETNA INC NEW	COM	00817Y108	420	9600	SH		DEFINED	1 2
AGCO CORP	COM	001084102	429	11600	SH		DEFINED	1 2
AGILENT TECHNOLOGIES INC	COM	00846U101	468	13900	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	1061400	30000000	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	176900	5000000	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	18574	525000	SH		DEFINED	1 2
AIRTRAN HLDGS INC	COM	00949P108	335	32600	SH		DEFINED	1 2
ALCAN INC	COM	013716105	7228	138470	SH		DEFINED	1 2
ALCOA INC	COM	013817101	1834	54110	SH		DEFINED	1 2
ALEXION PHARMACEUTICALS INC	COM	015351109	575	13300	SH		DEFINED	1 2
ALLETE INC	COM NEW	018522300	238	5100	SH		DEFINED	1 2
ALLSTATE CORP	COM	020002101	3823	63650	SH		DEFINED	1 2
ALLTEL CORP	COM	020039103	930	15000	SH		DEFINED	1 2
ALPHARMA INC	CL A	020813101	621	25800	SH		DEFINED	1 2
ALTRIA GROUP INC	COM	02209S103	404	4600	SH		DEFINED	1 2
AMBAC FINL GROUP INC	COM	023139108	9788	113300	SH		DEFINED	1 2
AMEREN CORP	COM	023608102	4601	91480	SH		DEFINED	1 2
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	8205	300000	SH		DEFINED	1 2
AMERICAN INTL GROUP INC	COM	026874107	786	11700	SH		DEFINED	1 2
AMERICAN TOWER CORP	CL A	029912201	70	100000	SH	CALL	DEFINED	1 2
AMERIGROUP CORP	COM	03073T102	280	9200	SH		DEFINED	1 2
AMERIPRISE FINL INC	COM	03076C106	211	3700	SH		DEFINED	1 2

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AMGEN INC	COM	031162100	319	5700	SH	DEFINED	1	2	
AMR CORP	COM	001765106	11693	384000	SH	DEFINED	1	2	
AMREP CORP NEW	COM	032159105	541	7000	SH	DEFINED	1	2	
ANADARKO PETE CORP	COM	032511107	8373	194810	SH	DEFINED	1	2	
ANALOG DEVICES INC	COM	032654105	394	11432	SH	DEFINED	1	2	
ANHEUSER BUSCH COS INC	COM	035229103	5046	100000	SH	DEFINED	1	2	
ANIXTER INTL INC	COM	035290105	448	6800	SH	DEFINED	1	2	
ANNTAYLOR STORES CORP	COM	036115103	3719	95890	SH	DEFINED	1	2	
APACHE CORP	COM	037411105	8340	117970	SH	DEFINED	1	2	
APOLLO GROUP INC	CL A	037604105	281	6400	SH	DEFINED	1	2	
APPLE INC	COM	037833100	3368	36255	SH	DEFINED	1	2	
APPLERA CORP	COM AP BIO GRP	038020103	272	9200	SH	DEFINED	1	2	
ARCH CHEMICALS INC	COM	03937R102	225	7200	SH	DEFINED	1	2	
ARCHSTONE SMITH TR	COM	039583109	271	5000	SH	DEFINED	1	2	
ARENA RESOURCES INC	COM	040049108	23687	472600	SH	DEFINED	1	2	
ARENA RESOURCES INC	COM	040049108	151	560000	SH	PUT	DEFINED	1	2
ARIES MARITIME TRANSPRT LTD	SHS	G0474B105	599	72954	SH	DEFINED	1	2	
ARKANSAS BEST CORP DEL	COM	040790107	334	9400	SH	DEFINED	1	2	
ASSURANT INC	COM	04621X108	3780	70490	SH	DEFINED	1	2	
ASTORIA FINL CORP	COM	046265104	298	11200	SH	DEFINED	1	2	
ATLAS AMER INC	COM	049167109	11863	210000	SH	DEFINED	1	2	
ATMOS ENERGY CORP	COM	049560105	278	8900	SH	DEFINED	1	2	
AUTODESK INC	COM	052769106	260	6913	SH	DEFINED	1	2	
AUTOLIV INC	COM	052800109	4203	73600	SH	DEFINED	1	2	
AUTOMATIC DATA PROCESSING IN	COM	053015103	266	5500	SH	DEFINED	1	2	
AUTONATION INC	COM	05329W102	3687	173580	SH	DEFINED	1	2	
AVAYA INC	COM	053499109	561	47500	SH	DEFINED	1	2	
AVENTINE RENEWABLE ENERGY	COM	05356X403	4100	225000	SH	DEFINED	1	2	
AVID TECHNOLOGY INC	COM	05367P100	310	8900	SH	DEFINED	1	2	
AVIS BUDGET GROUP	COM	053774105	38337	1403250	SH	DEFINED	1	2	
AVISTA CORP	COM	05379B107	293	12100	SH	DEFINED	1	2	
AVOCENT CORP	COM	053893103	233	8644	SH	DEFINED	1	2	
AVON PRODS INC	COM	054303102	242	6500	SH	DEFINED	1	2	
BAKER HUGHES INC	COM	057224107	701	10600	SH	DEFINED	1	2	
BALLARD PWR SYS INC	COM	05858H104	3738	676030	SH	DEFINED	1	2	
BALLY TECHNOLOGIES INC	COM	05874B107	9314	395000	SH	DEFINED	1	2	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	2131	52685	SH	DEFINED	1	2	
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	2527	72580	SH	DEFINED	1	2	
BANK MUTUAL CORP NEW	COM	063750103	248	21829	SH	DEFINED	1	2	
BANK NEW YORK INC	COM	064057102	726	17900	SH	DEFINED	1	2	
BANKATLANTIC BANCORP	CL A	065908501	300	27400	SH	DEFINED	1	2	
BANKRATE INC	COM	06646V108	250	7101	SH	DEFINED	1	2	
BARD C R INC	COM	067383109	406	5100	SH	DEFINED	1	2	
BARR PHARMACEUTICALS INC	COM	068306109	4476	96580	SH	DEFINED	1	2	
BAXTER INTL INC	COM	071813109	211	4000	SH	DEFINED	1	2	
BCE INC	COM NEW	05534B760	10842	383370	SH	DEFINED	1	2	
BEAR STEARNS COS INC	COM	073902108	14464	96200	SH	DEFINED	1	2	
BENCHMARK ELECTRS INC	COM	08160H101	281	13600	SH	DEFINED	1	2	
BERKLEY W R CORP	COM	084423102	2741	82770	SH	DEFINED	1	2	
BIOMET INC	COM	090613100	306	7200	SH	DEFINED	1	2	
BOEING CO	COM	097023105	462	5200	SH	DEFINED	1	2	
BOSTON PRIVATE FINL HLDGS IN	COM	101119105	231	8257	SH	DEFINED	1	2	
BOSTON PROPERTIES INC	COM	101121101	235	2000	SH	DEFINED	1	2	
BOSTON SCIENTIFIC CORP	COM	101137107	6256	430240	SH	DEFINED	1	2	
BP PLC	SPONSORED ADR	055622104	5180	80000	SH	DEFINED	1	2	
BRIGGS & STRATTON CORP	COM	109043109	225	7300	SH	DEFINED	1	2	
BRIGHT HORIZON FAMILY SOLUTI	COM	109195107	319	8454	SH	DEFINED	1	2	
BRISTOW GROUP INC	COM	110394103	303	8300	SH	DEFINED	1	2	
BROADCOM CORP	CL A	111320107	644	20071	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	786055	17600867	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	5583	125000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	5582	125000	SH	DEFINED	1	2	

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BROOKDALE SR LIVING INC	COM	112463104	443429	9929000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	1483962	33228000	SH	DEFINED	1	2	
BROWN SHOE INC NEW	COM	115736100	239	5700	SH	DEFINED	1	2	
BUILD A BEAR WORKSHOP	COM	120076104	357	13000	SH	DEFINED	1	2	
C D I CORP	COM	125071100	227	7849	SH	DEFINED	1	2	
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	34477	1133000	SH	DEFINED	1	2	
CABOT CORP	COM	127055101	205	4300	SH	DEFINED	1	2	
CACI INTL INC	CL A	127190304	230	4900	SH	DEFINED	1	2	
CADBURY SCHWEPPE PLC	ADR	127209302	1072	20875	SH	DEFINED	1	2	
CAMECO CORP	COM	13321L108	1202	29364	SH	DEFINED	1	2	
CAPITAL ONE FINL CORP	COM	14040H105	8647	114591	SH	DEFINED	1	2	
CARDINAL HEALTH INC	COM	14149Y108	270	3700	SH	DEFINED	1	2	
CARPENTER TECHNOLOGY CORP	COM	144285103	338	2800	SH	DEFINED	1	2	
CBS CORP NEW	CL B	124857202	557	18200	SH	DEFINED	1	2	
CELANESE CORP DEL	COM SER A	150870103	4310	139760	SH	DEFINED	1	2	
CELESTICA INC	SUB VTG SHS	15101Q108	11034	1800000	SH	DEFINED	1	2	
CELLCOM ISRAEL LTD	SHS	M2196U109	6840	375000	SH	DEFINED	1	2	
CENTRAL GARDEN & PET CO	COM	153527106	177	11957	SH	DEFINED	1	2	
CENTURYTEL INC	COM	156700106	10058	222570	SH	DEFINED	1	2	
CHESAPEAKE ENERGY CORP	COM	165167107	11955	387150	SH	DEFINED	1	2	
CHEVRON CORP NEW	COM	166764100	399	5400	SH	DEFINED	1	2	
CHRISTOPHER & BANKS CORP	COM	171046105	1460	75000	SH	DEFINED	1	2	
CHUBB CORP	COM	171232101	4122	79770	SH	DEFINED	1	2	
CIGNA CORP	COM	125509109	257	1800	SH	DEFINED	1	2	
CINCINNATI FINL CORP	COM	172062101	14593	344170	SH	DEFINED	1	2	
CISCO SYS INC	COM	17275R102	950	37200	SH	DEFINED	1	2	
CIT GROUP INC	COM	125581108	9688	183070	SH	DEFINED	1	2	
CITIGROUP INC	COM	172967101	1880	1600000	SH	CALL	DEFINED	1	2
CITIZENS COMMUNICATIONS CO	COM	17453B101	695	46490	SH	DEFINED	1	2	
CITIZENS COMMUNICATIONS CO	COM	17453B101	300	400000	SH	CALL	DEFINED	1	2
CITIZENS COMMUNICATIONS CO	COM	17453B101	390	400000	SH	PUT	DEFINED	1	2
CLAIRES STORES INC	COM	179584107	11361	353700	SH	DEFINED	1	2	
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	16704	476700	SH	DEFINED	1	2	
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	308	425000	SH	PUT	DEFINED	1	2
CLECO CORP NEW	COM	12561W105	235	9100	SH	DEFINED	1	2	
CNA FINL CORP	COM	126117100	8981	208430	SH	DEFINED	1	2	
COGNEX CORP	COM	192422103	234	10800	SH	DEFINED	1	2	
COLGATE PALMOLIVE CO	COM	194162103	1122	16800	SH	DEFINED	1	2	
COMCAST CORP NEW	CL A	20030N101	513	19750	SH	DEFINED	1	2	
COMERICA INC	COM	200340107	7149	120920	SH	DEFINED	1	2	
COMMERCE BANCORP INC NJ	COM	200519106	4871	145920	SH	DEFINED	1	2	
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	5474	175000	SH	DEFINED	1	2	
COMPUTER SCIENCES CORP	COM	205363104	3550	68100	SH	DEFINED	1	2	
CON-WAY INC	COM	205944101	748	15000	SH	DEFINED	1	2	
CONAGRA FOODS INC	COM	205887102	2125	85300	SH	DEFINED	1	2	
CONOCOPHILLIPS	COM	20825C104	16669	243870	SH	DEFINED	1	2	
CONSTELLATION BRANDS INC	CL A	21036P108	468	22100	SH	DEFINED	1	2	
CONVERGYS CORP	COM	212485106	241	9500	SH	DEFINED	1	2	
COST PLUS INC CALIF	COM	221485105	173	17300	SH	DEFINED	1	2	
COUNTRYWIDE FINANCIAL CORP	COM	222372104	20222	601120	SH	DEFINED	1	2	
COUNTRYWIDE FINANCIAL CORP	COM	222372104	83	100000	SH	CALL	DEFINED	1	2
COVANCE INC	COM	222816100	237	4000	SH	DEFINED	1	2	
CROCS INC	COM	227046109	2041	43204	SH	DEFINED	1	2	
CROWN HOLDINGS INC	COM	228368106	29356	1200200	SH	DEFINED	1	2	
CTC MEDIA INC	COM	12642X106	10595	412567	SH	DEFINED	1	2	
CUMMINS INC	COM	231021106	8405	58080	SH	DEFINED	1	2	
CUMULUS MEDIA INC	CL A	231082108	5159	550000	SH	DEFINED	1	2	
CVS CORP	COM	126650100	1140	33399	SH	DEFINED	1	2	
CYBERONICS INC	COM	23251P102	335	17856	SH	DEFINED	1	2	
CYMER INC	COM	232572107	235	5664	SH	DEFINED	1	2	
CYTEC INDS INC	COM	232820100	247	4400	SH	DEFINED	1	2	
D R HORTON INC	COM	23331A109	361	16400	SH	DEFINED	1	2	

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DANAHER CORP DEL	COM	235851102	250	3500	SH	DEFINED	1	2	
DANAOS CORPORATION	SHS	Y1968P105	18081	686700	SH	DEFINED	1	2	
DAVITA INC	COM	23918K108	533	10000	SH	DEFINED	1	2	
DEAN FOODS CO NEW	COM	242370104	210	4500	SH	DEFINED	1	2	
DEERE & CO	COM	244199105	348	3200	SH	DEFINED	1	2	
DELEK US HLDGS INC	COM	246647101	670	35000	SH	DEFINED	1	2	
DEVON ENERGY CORP NEW	COM	25179M103	277	4000	SH	DEFINED	1	2	
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	6476	80000	SH	DEFINED	1	2	
DIANA SHIPPING INC	COM	Y2066G104	881	50000	SH	DEFINED	1	2	
DICKS SPORTING GOODS INC	COM	253393102	571	9800	SH	DEFINED	1	2	
DIGI INTL INC	COM	253798102	131	10303	SH	DEFINED	1	2	
DILLARDS INC	CL A	254067101	488	14900	SH	DEFINED	1	2	
DILLARDS INC	CL A	254067101	246	130000	SH	PUT	DEFINED	1	2
DIRECTV GROUP INC	COM	25459L106	475	20600	SH	DEFINED	1	2	
DOLLAR GEN CORP	COM	256669102	222	10500	SH	DEFINED	1	2	
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	25325	496185	SH	DEFINED	1	2	
DOLLAR TREE STORES INC	COM	256747106	310	8100	SH	DEFINED	1	2	
DOMINOS PIZZA INC	COM	25754A201	5845	180000	SH	DEFINED	1	2	
DOMTAR CORP	COM	257559104	897	96398	SH	DEFINED	1	2	
DOW CHEM CO	COM	260543103	470	10250	SH	DEFINED	1	2	
DU PONT E I DE NEMOURS & CO	COM	263534109	633	12800	SH	DEFINED	1	2	
DUQUESNE LT HLDGS INC	COM	266233105	348	17600	SH	DEFINED	1	2	
E TRADE FINANCIAL CORP	COM	269246104	457	21542	SH	DEFINED	1	2	
EAGLE BULK SHIPPING INC	COM	Y2187A101	388	20000	SH	DEFINED	1	2	
EASTMAN CHEM CO	COM	277432100	418	6600	SH	DEFINED	1	2	
EATON CORP	COM	278058102	267	3200	SH	DEFINED	1	2	
EBAY INC	COM	278642103	12421	374700	SH	DEFINED	1	2	
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	512	11800	SH	DEFINED	1	2	
ECOLAB INC	COM	278865100	249	5800	SH	DEFINED	1	2	
ECOLLEGE COM	COM	27887E100	545	30380	SH	DEFINED	1	2	
EDISON INTL	COM	281020107	9621	195820	SH	DEFINED	1	2	
ELECTRONIC ARTS INC	COM	285512109	332	6600	SH	DEFINED	1	2	
ELECTRONIC DATA SYS NEW	COM	285661104	346	12500	SH	DEFINED	1	2	
EMBARQ CORP	COM	29078E105	6896	122380	SH	DEFINED	1	2	
EMCOR GROUP INC	COM	29084Q100	283	4800	SH	DEFINED	1	2	
EMERSON ELEC CO	COM	291011104	220	5100	SH	DEFINED	1	2	
ENCORE ACQUISITION CO	COM	29255W100	7973	329600	SH	DEFINED	1	2	
ENCORE WIRE CORP	COM	292562105	701	27695	SH	DEFINED	1	2	
ENERGY EAST CORP	COM	29266M109	205	8400	SH	DEFINED	1	2	
ENPRO INDS INC	COM	29355X107	275	7635	SH	DEFINED	1	2	
ENSCO INTL INC	COM	26874Q100	9096	167200	SH	DEFINED	1	2	
ENTERRA ENERGY TR	TR UNIT	29381P102	379	68750	SH	DEFINED	1	2	
ENTERTAINMENT PPTYS TR	COM SH BEN INT	29380T105	235	3900	SH	DEFINED	1	2	
ENZO BIOCHEM INC	COM	294100102	158	10500	SH	DEFINED	1	2	
EQUIFAX INC	COM	294429105	200	5500	SH	DEFINED	1	2	
EXCO RESOURCES INC	COM	269279402	11606	700000	SH	DEFINED	1	2	
EXELON CORP	COM	30161N101	2231	32475	SH	DEFINED	1	2	
EXPEDIA INC DEL	COM	30212P105	5207	224640	SH	DEFINED	1	2	
EXPEDITORS INTL WASH INC	COM	302130109	318	7700	SH	DEFINED	1	2	
EXPRESS SCRIPTS INC	COM	302182100	549	6800	SH	DEFINED	1	2	
EXXON MOBIL CORP	COM	30231G102	219	2900	SH	DEFINED	1	2	
FACTSET RESH SYS INC	COM	303075105	861	13700	SH	DEFINED	1	2	
FAIR ISAAC CORP	COM	303250104	205	5300	SH	DEFINED	1	2	
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	266	15900	SH	DEFINED	1	2	
FAMILY DLR STORES INC	COM	307000109	222	7500	SH	DEFINED	1	2	
FARO TECHNOLOGIES INC	COM	311642102	547	18933	SH	DEFINED	1	2	
FEDERAL SIGNAL CORP	COM	313855108	174	11200	SH	DEFINED	1	2	
FEDEX CORP	COM	31428X106	4601	42830	SH	DEFINED	1	2	
FIRST COMWLTH FINL CORP PA	COM	319829107	270	23000	SH	DEFINED	1	2	
FIRST REP BK SAN FRANCISCO	COM	336158100	274	5100	SH	DEFINED	1	2	
FIRSTMERIT CORP	COM	337915102	215	10191	SH	DEFINED	1	2	
FLAGSTAR BANCORP INC	COM	337930101	247	20705	SH	DEFINED	1	2	

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FLOWERS FOODS INC	COM	343498101	262	8700	SH	DEFINED	1	2	
FLUOR CORP NEW	COM	343412102	404	4500	SH	DEFINED	1	2	
FMC TECHNOLOGIES INC	COM	30249U101	244	3500	SH	DEFINED	1	2	
FOOT LOCKER INC	COM	344849104	32139	1364700	SH	DEFINED	1	2	
FORTUNE BRANDS INC	COM	349631101	4396	55770	SH	DEFINED	1	2	
FOSSIL INC	COM	349882100	271	10247	SH	DEFINED	1	2	
FRANKLIN RES INC	COM	354613101	278	2300	SH	DEFINED	1	2	
FREDS INC	CL A	356108100	1881	127926	SH	DEFINED	1	2	
FREEDOM ACQUISITION HLDGS IN	*W EXP 12/28/201	35645F111	540	400000	SH	DEFINED	1	2	
FREEDOM ACQUISITION HLDGS IN	COM	35645F103	4307	450000	SH	DEFINED	1	2	
FREEDOM ACQUISITION HLDGS IN	COM	35645F103	12920	1350000	SH	DEFINED	1	2	
FREEPORT-MCMORAN COPPER & GO	CL B	35671D857	232	3500	SH	DEFINED	1	2	
FURNITURE BRANDS INTL INC	COM	360921100	237	15000	SH	DEFINED	1	2	
GANNETT INC	COM	364730101	7302	129720	SH	DEFINED	1	2	
GAP INC DEL	COM	364760108	313	18200	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	447615	22050000	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	5075	250000	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	7105	350000	SH	DEFINED	1	2	
GATX CORP	COM	361448103	21797	456000	SH	DEFINED	1	2	
GENCORP INC	COM	368682100	223	16100	SH	DEFINED	1	2	
GENERAL CABLE CORP DEL NEW	COM	369300108	534	10000	SH	DEFINED	1	2	
GENERAL COMMUNICATION INC	CL A	369385109	209	14928	SH	DEFINED	1	2	
GENERAL DYNAMICS CORP	COM	369550108	367	4800	SH	DEFINED	1	2	
GENERAL ELECTRIC CO	COM	369604103	633	17900	SH	DEFINED	1	2	
GENERAL MARITIME CORP	SHS	Y2692M103	132	33100	SH	CALL	DEFINED	1	2
GENERAL MTRS CORP	COM	370442105	205	6700	SH	DEFINED	1	2	
GENERAL MTRS CORP	COM	370442105	390	600000	SH	PUT	DEFINED	1	2
GENERAL MTRS CORP	DEB SR CONV B	370442733	3320	160000	SH	DEFINED	1	2	
GENESIS LEASE LTD	ADR	37183T107	6820	260800	SH	DEFINED	1	2	
GENTEX CORP	COM	371901109	287	17686	SH	DEFINED	1	2	
GENWORTH FINL INC	COM CL A	37247D106	14722	421340	SH	DEFINED	1	2	
GENZYME CORP	COM	372917104	762	12700	SH	DEFINED	1	2	
GEOMET INC DEL	COM	37250U201	4463	506000	SH	DEFINED	1	2	
GLOBAL IMAGING SYSTEMS	COM	37934A100	225	11556	SH	DEFINED	1	2	
GLOBALSANTAFE CORP	SHS	G3930E101	1234	20000	SH	DEFINED	1	2	
GMX RES INC	COM	38011M108	8607	280100	SH	DEFINED	1	2	
GMX RES INC	COM	38011M108	180	200000	SH	PUT	DEFINED	1	2
GOLDMAN SACHS GROUP INC	COM	38141G104	9993	48360	SH	DEFINED	1	2	
GOODYEAR TIRE & RUBR CO	COM	382550101	4601	2025000	SH	CALL	DEFINED	1	2
GPO AEROPORTUARIO DEL PAC SA	SPON ADR B	400506101	8118	188800	SH	DEFINED	1	2	
GRACE W R & CO DEL NEW	COM	38388F108	10568	400000	SH	DEFINED	1	2	
GRACO INC	COM	384109104	223	5700	SH	DEFINED	1	2	
GREAT ATLANTIC & PAC TEA INC	COM	390064103	438	13200	SH	DEFINED	1	2	
GROUP 1 AUTOMOTIVE INC	COM	398905109	255	6400	SH	DEFINED	1	2	
GRUPO AEROPORTUARIO CTR NORT	SPON ADR	400501102	1084	40000	SH	DEFINED	1	2	
GRUPO TELEVISA SA DE CV	SP ADR REP ORD	40049J206	55	100000	SH	CALL	DEFINED	1	2
GUITAR CTR MGMT INC	COM	402040109	247	5470	SH	DEFINED	1	2	
HANMI FINL CORP	COM	410495105	204	10679	SH	DEFINED	1	2	
HANOVER COMPRESSOR CO	COM	410768105	229	10300	SH	DEFINED	1	2	
HARLAND JOHN H CO	COM	412693103	200	3900	SH	DEFINED	1	2	
HARMONIC INC	COM	413160102	284	28900	SH	DEFINED	1	2	
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	3654	262900	SH	DEFINED	1	2	
HARRAHS ENTMT INC	COM	413619107	49403	585000	SH	DEFINED	1	2	
HARTFORD FINL SVCS GROUP INC	COM	416515104	10056	105210	SH	DEFINED	1	2	
HEINZ H J CO	COM	423074103	6055	128500	SH	DEFINED	1	2	
HERBALIFE LTD	COM USD SHS	G4412G101	8034	205000	SH	DEFINED	1	2	
HERSHEY CO	COM	427866108	24594	449940	SH	DEFINED	1	2	
HESS CORP	COM	42809H107	1414	25500	SH	DEFINED	1	2	
HEWLETT PACKARD CO	COM	428236103	207	5150	SH	DEFINED	1	2	
HIBBETT SPORTS INC	COM	428567101	335	11720	SH	DEFINED	1	2	
HOME DEPOT INC	COM	437076102	7590	206600	SH	DEFINED	1	2	
HONEYWELL INTL INC	COM	438516106	392	8500	SH	DEFINED	1	2	

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HOT TOPIC INC	COM	441339108	113	10174	SH	DEFINED	1	2	
HUMANA INC	COM	444859102	7122	122750	SH	DEFINED	1	2	
HUNTINGTON BANCSHARES INC	COM	446150104	312	14266	SH	DEFINED	1	2	
HUNTSMAN CORP	COM	447011107	4188	219400	SH	DEFINED	1	2	
ICONIX BRAND GROUP INC	COM	451055107	537	26300	SH	DEFINED	1	2	
IGATE CORP	COM	45169U105	262	31745	SH	DEFINED	1	2	
ILLINOIS TOOL WKS INC	COM	452308109	243	4700	SH	DEFINED	1	2	
ILLUMINA INC	COM	452327109	527	18000	SH	DEFINED	1	2	
INFORMATION SERVICES GROUP I	*W EXP 01/31/201	45675Y112	1115	1770000	SH	DEFINED	1	2	
INFORMATION SERVICES GROUP I	COM	45675Y104	13241	1775000	SH	DEFINED	1	2	
INLAND REAL ESTATE CORP	COM NEW	457461200	229	12500	SH	DEFINED	1	2	
INSIGHT ENTERPRISES INC	COM	45765U103	255	14200	SH	DEFINED	1	2	
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	424	9300	SH	DEFINED	1	2	
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	262	17000	SH	DEFINED	1	2	
INTEL CORP	COM	458140100	256	13400	SH	DEFINED	1	2	
INTER TEL INC	COM	458372109	2357	99717	SH	DEFINED	1	2	
INTERFACE INC	CL A	458665106	536	33534	SH	DEFINED	1	2	
INTERNATIONAL BUSINESS MACHS	COM	459200101	490	5200	SH	DEFINED	1	2	
INTUIT	COM	461202103	237	8650	SH	DEFINED	1	2	
INTUITIVE SURGICAL INC	COM NEW	46120E602	207	1700	SH	DEFINED	1	2	
INVACARE CORP	COM	461203101	286	16400	SH	DEFINED	1	2	
IPSCO INC	COM	462622101	2134	16240	SH	DEFINED	1	2	
IRWIN FINL CORP	COM	464119106	254	13600	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	107762	925000	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	51	17700	SH	PUT	DEFINED	1	2
ISHARES TR	RUSL 2000 GROW	464287648	721	9000	SH	DEFINED	1	2	
ISHARES TR	RUSSELL 2000	464287655	3375	1000000	SH	PUT	DEFINED	1	2
ISHARES TR	RUSSELL1000VAL	464287598	374	4500	SH	DEFINED	1	2	
ISIS PHARMACEUTICALS INC	COM	464330109	4172	450000	SH	DEFINED	1	2	
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	1809	100000	SH	DEFINED	1	2	
JABIL CIRCUIT INC	COM	466313103	270	12600	SH	DEFINED	1	2	
JACK IN THE BOX INC	COM	466367109	297	4300	SH	DEFINED	1	2	
JAKKS PAC INC	COM	47012E106	497	20800	SH	DEFINED	1	2	
JDA SOFTWARE GROUP INC	COM	46612K108	210	13950	SH	DEFINED	1	2	
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	195	12800	SH	DEFINED	1	2	
JETBLUE AWYS CORP	COM	477143101	135	11700	SH	DEFINED	1	2	
JOHNSON CTLS INC	COM	478366107	747	7900	SH	DEFINED	1	2	
JP MORGAN CHASE & CO	COM	46625H100	9716	200830	SH	DEFINED	1	2	
KB HOME	COM	48666K109	589	13800	SH	DEFINED	1	2	
KELLWOOD CO	COM	488044108	250	8517	SH	DEFINED	1	2	
KENDLE INTERNATIONAL INC	COM	48880L107	217	6100	SH	DEFINED	1	2	
KEYSPAN CORP	COM	49337W100	255	6200	SH	DEFINED	1	2	
KFORCE INC	COM	493732101	700	50870	SH	DEFINED	1	2	
KIMBERLY CLARK CORP	COM	494368103	322	4700	SH	DEFINED	1	2	
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	1079	20490	SH	DEFINED	1	2	
KING PHARMACEUTICALS INC	COM	495582108	1902	96710	SH	DEFINED	1	2	
KNOT INC	COM	499184109	502	23317	SH	DEFINED	1	2	
KODIAK OIL & GAS CORP	COM	50015Q100	1331	255000	SH	DEFINED	1	2	
KRAFT FOODS INC	CL A	50075N104	415	13100	SH	DEFINED	1	2	
KROGER CO	COM	501044101	8475	300000	SH	DEFINED	1	2	
L-1 IDENTITY SOLUTIONS INC	COM	50212A106	4476	271100	SH	DEFINED	1	2	
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	4518	51650	SH	DEFINED	1	2	
LAM RESEARCH CORP	COM	512807108	488	10300	SH	DEFINED	1	2	
LANDAMERICA FINL GROUP INC	COM	514936103	273	3700	SH	DEFINED	1	2	
LAUDER ESTEE COS INC	CL A	518439104	430	8800	SH	DEFINED	1	2	
LAUREATE EDUCATION INC	COM	518613104	212	3595	SH	DEFINED	1	2	
LCA-VISION INC	COM PAR \$.001	501803308	267	6491	SH	DEFINED	1	2	
LEE ENTERPRISES INC	COM	523768109	219	7300	SH	DEFINED	1	2	
LEGG MASON INC	COM	524901105	273	2900	SH	DEFINED	1	2	
LEHMAN BROS HLDGS INC	COM	524908100	27212	388350	SH	DEFINED	1	2	
LENNAR CORP	CL A	526057104	270	6400	SH	DEFINED	1	2	
LEXMARK INTL NEW	CL A	529771107	211	3611	SH	DEFINED	1	2	

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LIBERTY GLOBAL INC	COM SER A	530555101	329	10000	SH	DEFINED	1	2	
LIFECCELL CORP	COM	531927101	469	18775	SH	DEFINED	1	2	
LILLY ELI & CO	COM	532457108	252	4700	SH	DEFINED	1	2	
LIMITED BRANDS INC	COM	532716107	41021	1574100	SH	DEFINED	1	2	
LINEAR TECHNOLOGY CORP	COM	535678106	258	8155	SH	DEFINED	1	2	
LINSAY CORPORATION	COM	535555106	337	10600	SH	DEFINED	1	2	
LIZ CLAIBORNE INC	COM	539320101	3654	85280	SH	DEFINED	1	2	
LOCKHEED MARTIN CORP	COM	539830109	669	6900	SH	DEFINED	1	2	
LOEWS CORP	COM	540424108	9944	218890	SH	DEFINED	1	2	
LOWES COS INC	COM	548661107	4342	137890	SH	DEFINED	1	2	
LUFKIN INDS INC	COM	549764108	370	6586	SH	DEFINED	1	2	
LYONDELL CHEMICAL CO	COM	552078107	13345	445280	SH	DEFINED	1	2	
MACDERMID INC	COM	554273102	265	7600	SH	DEFINED	1	2	
MAGNA INTL INC	CL A	559222401	11862	157930	SH	DEFINED	1	2	
MANHATTAN ASSOCS INC	COM	56250109	256	9319	SH	DEFINED	1	2	
MAPINFO CORP	COM	565105103	319	15837	SH	DEFINED	1	2	
MARATHON ACQUISITION CORP	COM	565756103	10696	1400000	SH	DEFINED	1	2	
MARATHON OIL CORP	COM	565849106	1729	17490	SH	DEFINED	1	2	
MARSH & MCLENNAN COS INC	COM	571748102	3040	103800	SH	DEFINED	1	2	
MASCO CORP	COM	574599106	13767	502440	SH	DEFINED	1	2	
MATRIA HEALTHCARE INC	COM NEW	576817209	216	8200	SH	DEFINED	1	2	
MAXIM INTEGRATED PRODS INC	COM	57772K101	416	14150	SH	DEFINED	1	2	
MBIA INC	COM	55262C100	14437	220444	SH	DEFINED	1	2	
MCAFEE INC	COM	579064106	233	8000	SH	DEFINED	1	2	
MEDTRONIC INC	COM	585055106	324	6600	SH	DEFINED	1	2	
MELLON FINL CORP	COM	58551A108	1224	28370	SH	DEFINED	1	2	
MEMC ELECTR MATLS INC	COM	552715104	600	9900	SH	DEFINED	1	2	
MERCK & CO INC	COM	589331107	203	4600	SH	DEFINED	1	2	
MERRILL LYNCH & CO INC	COM	590188108	26374	322930	SH	DEFINED	1	2	
METLIFE INC	COM	59156R108	1261	19970	SH	DEFINED	1	2	
METTLER TOLEDO INTERNATIONAL	COM	592688105	493	5500	SH	DEFINED	1	2	
MGIC INVT CORP WIS	COM	552848103	236	4000	SH	DEFINED	1	2	
MICREL INC	COM	594793101	131	11919	SH	DEFINED	1	2	
MILLENNIUM PHARMACEUTICALS I	COM	599902103	211	18600	SH	DEFINED	1	2	
MILLIPORE CORP	COM	601073109	268	3700	SH	DEFINED	1	2	
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	7024	295000	SH	DEFINED	1	2	
MIRAMAR MINING CORP	COM	60466E100	1105	233728	SH	DEFINED	1	2	
MIRANT CORP NEW	COM	60467R100	19548	483150	SH	DEFINED	1	2	
MIRANT CORP NEW	COM	60467R100	35402	875000	SH	DEFINED	1	2	
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	304	140000	SH	CALL	DEFINED	1	2
MOHAWK INDS INC	COM	608190104	7144	87070	SH	DEFINED	1	2	
MOLSON COORS BREWING CO	CL B	60871R209	4728	49970	SH	DEFINED	1	2	
MONSANTO CO NEW	COM	61166W101	533	9700	SH	DEFINED	1	2	
MOOG INC	CL A	615394202	408	9800	SH	DEFINED	1	2	
MOTOROLA INC	COM	620076109	254	14400	SH	DEFINED	1	2	
MURPHY OIL CORP	COM	626717102	240	4500	SH	DEFINED	1	2	
MYLAN LABS INC	COM	628530107	300	14200	SH	DEFINED	1	2	
NARA BANCORP INC	COM	63080P105	197	11240	SH	DEFINED	1	2	
NATIONAL CINEMEDIA INC	COM	635309107	668	25000	SH	DEFINED	1	2	
NATIONAL INSTRS CORP	COM	636518102	290	11065	SH	DEFINED	1	2	
NAUTILUS INC	COM	63910B102	270	17500	SH	DEFINED	1	2	
NAVIGATORS GROUP INC	COM	638904102	456	9089	SH	DEFINED	1	2	
NAVTEQ CORP	COM	63936L100	535	15500	SH	DEFINED	1	2	
NCI BUILDING SYS INC	COM	628852105	234	4900	SH	DEFINED	1	2	
NETEASE COM INC	SPONSORED ADR	64110W102	380	21400	SH	DEFINED	1	2	
NETGEAR INC	COM	64111Q104	772	27064	SH	DEFINED	1	2	
NETWORK APPLIANCE INC	COM	64120L104	274	7500	SH	DEFINED	1	2	
NEW JERSEY RES	COM	646025106	250	5000	SH	DEFINED	1	2	
NEW RIV PHARMACEUTICALS INC	COM	648468205	7954	125000	SH	DEFINED	1	2	
NEW YORK & CO INC	COM	649295102	254	16100	SH	DEFINED	1	2	
NEW YORK TIMES CO	CL A	650111107	413	17585	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	28443	1025729	SH	DEFINED	1	2	



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NEWMONT MINING CORP	COM	651639106	516	12300	SH	DEFINED	1	2	
NEWPORT CORP	COM	651824104	179	10930	SH	DEFINED	1	2	
NISOURCE INC	COM	65473P105	9823	401910	SH	DEFINED	1	2	
NOBLE CORPORATION	SHS	G65422100	220	2800	SH	DEFINED	1	2	
NORDSTROM INC	COM	655664100	334	6300	SH	DEFINED	1	2	
NORTHERN TR CORP	COM	665859104	1104	18360	SH	DEFINED	1	2	
NORTHROP GRUMMAN CORP	COM	666807102	245	3300	SH	DEFINED	1	2	
NORTHWESTERN CORP	COM NEW	668074305	5003	141196	SH	DEFINED	1	2	
NOVELLUS SYS INC	COM	670008101	237	7400	SH	DEFINED	1	2	
NRG ENERGY INC	COM NEW	629377508	18428	255800	SH	DEFINED	1	2	
NTR ACQUISITION CO	COM	629415100	10021	1100000	SH	DEFINED	1	2	
NUCOR CORP	COM	670346105	7489	114990	SH	DEFINED	1	2	
NVIDIA CORP	COM	67066G104	565	19630	SH	DEFINED	1	2	
OCCIDENTAL PETE CORP DEL	COM	674599105	1629	33040	SH	DEFINED	1	2	
OCEANEERING INTL INC	COM	675232102	219	5200	SH	DEFINED	1	2	
ODYSSEY HEALTHCARE INC	COM	67611V101	189	14400	SH	DEFINED	1	2	
ODYSSEY MARINE EXPLORATION I	COM	676118102	16859	4631740	SH	DEFINED	1	2	
OFFICE DEPOT INC	COM	676220106	267	7600	SH	DEFINED	1	2	
OLYMPIC STEEL INC	COM	68162K106	262	8454	SH	DEFINED	1	2	
OMNICARE INC	COM	681904108	282	7100	SH	DEFINED	1	2	
OMNICOM GROUP INC	COM	681919106	512	5000	SH	DEFINED	1	2	
OWENS & MINOR INC NEW	COM	690732102	551	15000	SH	DEFINED	1	2	
OWENS CORNING NEW	COM	690742101	1810	56810	SH	DEFINED	1	2	
P F CHANGS CHINA BISTRO INC	COM	69333Y108	319	7615	SH	DEFINED	1	2	
PACIFIC ETHANOL INC	COM	69423U107	244	14300	SH	DEFINED	1	2	
PALL CORP	COM	696429307	270	7100	SH	DEFINED	1	2	
PALM INC NEW	COM	696643105	1826	100700	SH	DEFINED	1	2	
PANERA BREAD CO	CL A	69840W108	673	11400	SH	DEFINED	1	2	
PAPA JOHNS INTL INC	COM	698813102	207	7040	SH	DEFINED	1	2	
PATNI COMPUTER SYS	SPONS ADR	703248203	9821	425900	SH	DEFINED	1	2	
PATTERSON UTI ENERGY INC	COM	703481101	438	19500	SH	DEFINED	1	2	
PAXAR CORP	COM	704227107	6331	220600	SH	DEFINED	1	2	
PAYCHEX INC	COM	704326107	337	8900	SH	DEFINED	1	2	
PAYLESS SHOESOURCE INC	COM	704379106	11504	346500	SH	DEFINED	1	2	
PENN NATL GAMING INC	COM	707569109	467	11000	SH	DEFINED	1	2	
PEPCO HOLDINGS INC	COM	713291102	1919	66140	SH	DEFINED	1	2	
PEPSI BOTTLING GROUP INC	COM	713409100	4354	136540	SH	DEFINED	1	2	
PETRO-CDA	COM	71644E102	1461	37260	SH	DEFINED	1	2	
PFIZER INC	COM	717081103	796	31500	SH	DEFINED	1	2	
PIEDMONT NAT GAS INC	COM	720186105	240	9100	SH	DEFINED	1	2	
PINNACLE WEST CAP CORP	COM	723484101	1991	41270	SH	DEFINED	1	2	
PIONEER NAT RES CO	COM	723787107	25	80000	SH	PUT	DEFINED	1	2
PLAYTEX PRODS INC	COM	72813P100	153	11268	SH	DEFINED	1	2	
POGO PRODUCING CO	COM	730448107	385	8000	SH	DEFINED	1	2	
POGO PRODUCING CO	COM	730448107	39	60000	SH	CALL	DEFINED	1	2
POGO PRODUCING CO	COM	730448107	372	120000	SH	PUT	DEFINED	1	2
POLYCOM INC	COM	73172K104	760	22800	SH	DEFINED	1	2	
POOL CORPORATION	COM	73278L105	204	5698	SH	DEFINED	1	2	
POWERSHARES ETF TRUST	WATER RESOURCE	73935X575	383	20500	SH	DEFINED	1	2	
PRE PAID LEGAL SVCS INC	COM	740065107	501	10000	SH	DEFINED	1	2	
PRICE T ROWE GROUP INC	COM	74144T108	267	5650	SH	DEFINED	1	2	
PROGRESSIVE CORP OHIO	COM	743315103	5138	235460	SH	DEFINED	1	2	
PROTECTIVE LIFE CORP	COM	743674103	220	4999	SH	DEFINED	1	2	
PRUDENTIAL FINL INC	COM	744320102	280	3100	SH	DEFINED	1	2	
PSS WORLD MED INC	COM	69366A100	226	10706	SH	DEFINED	1	2	
PUBLIC STORAGE INC	COM	74460D109	293	3100	SH	DEFINED	1	2	
QUALCOMM INC	COM	747525103	19206	450200	SH	DEFINED	1	2	
QUESTAR CORP	COM	748356102	1864	20900	SH	DEFINED	1	2	
QUIKSILVER INC	COM	74838C106	1428	123082	SH	DEFINED	1	2	
QUILMES INDL QUINSA SOCIETE	SP ADR CL B	74838Y207	22182	300000	SH	DEFINED	1	2	
QUINTANA MARITIME LTD	SHS	Y7169G109	3236	235000	SH	DEFINED	1	2	
R H DONNELLEY CORP	COM NEW	74955W307	7798	110000	SH	DEFINED	1	2	

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R H DONNELLEY CORP	COM NEW	74955W307	15241	215000	SH	DEFINED	1	2	
RADIOSHACK CORP	COM	750438103	20273	750000	SH	DEFINED	1	2	
RARE HOSPITALITY INTL INC	COM	753820109	200	6652	SH	DEFINED	1	2	
REGIONS FINANCIAL CORP NEW	COM	7591EP100	4720	133460	SH	DEFINED	1	2	
REGIS CORP MINN	COM	758932107	226	5600	SH	DEFINED	1	2	
RENT A CTR INC NEW	COM	76009N100	1160	41472	SH	DEFINED	1	2	
REPUBLIC SVCS INC	COM	760759100	214	7700	SH	DEFINED	1	2	
RETAIL HOLDRS TR	DEP RCPT	76127U101	12934	128000	SH	DEFINED	1	2	
REYNOLDS AMERICAN INC	COM	761713106	18948	303610	SH	DEFINED	1	2	
RITE AID CORP	COM	767754104	4039	700000	SH	DEFINED	1	2	
ROGERS CORP	COM	775133101	257	5800	SH	DEFINED	1	2	
ROHM & HAAS CO	COM	775371107	207	4000	SH	DEFINED	1	2	
ROWAN COS INC	COM	779382100	302	9300	SH	DEFINED	1	2	
RUTHS CHRIS STEAK HSE INC	COM	783332109	5503	270294	SH	DEFINED	1	2	
RYDER SYS INC	COM	783549108	311	6300	SH	DEFINED	1	2	
SAFECO CORP	COM	786429100	4808	72370	SH	DEFINED	1	2	
SAFETY INS GROUP INC	COM	78648T100	220	5482	SH	DEFINED	1	2	
SAFEWAY INC	COM NEW	786514208	6005	163900	SH	DEFINED	1	2	
SANDISK CORP	COM	80004C101	788	18000	SH	DEFINED	1	2	
SARA LEE CORP	COM	803111103	382	22600	SH	DEFINED	1	2	
SCIENTIFIC GAMES CORP	CL A	80874P109	15860	483100	SH	DEFINED	1	2	
SCRIPPS E W CO OHIO	CL A	811054204	8309	185970	SH	DEFINED	1	2	
SEAGATE TECHNOLOGY	SHS	G7945J104	2330	100000	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	34045	895210	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	748	28200	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	11148	184940	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	11586	325170	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	10662	299990	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	9095	390000	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	32542	819700	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	3840	101200	SH	DEFINED	1	2	
SEPRACOR INC	COM	817315104	490	10500	SH	DEFINED	1	2	
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	529	19700	SH	DEFINED	1	2	
SIERRA HEALTH SVCS INC	COM	826322109	268	6500	SH	DEFINED	1	2	
SILICON MOTION TECHNOLOGY CO	SPONSORED ADR	82706C108	526	23350	SH	DEFINED	1	2	
SIX FLAGS INC	COM	83001P109	601	100000	SH	DEFINED	1	2	
SKYWEST INC	COM	830879102	402	15000	SH	DEFINED	1	2	
SLM CORP	COM	78442P106	3813	93230	SH	DEFINED	1	2	
SMITH A O	COM	831865209	324	8471	SH	DEFINED	1	2	
SONIC SOLUTIONS	COM	835460106	226	16040	SH	DEFINED	1	2	
SONICWALL INC	COM	835470105	4180	500000	SH	DEFINED	1	2	
SOUTH FINL GROUP INC	COM	837841105	211	8546	SH	DEFINED	1	2	
SOUTHERN COPPER CORP	COM	84265V105	4927	68760	SH	DEFINED	1	2	
SOUTHWEST GAS CORP	COM	844895102	225	5800	SH	DEFINED	1	2	
SOUTHWESTERN ENERGY CO	COM	845467109	21396	522100	SH	DEFINED	1	2	
SOUTHWESTERN ENERGY CO	COM	845467109	558	680000	SH	PUT	DEFINED	1	2
SPDR TR	UNIT SER 1	78462F103	7668	54000	SH	DEFINED	1	2	
SPX CORP	COM	784635104	267	3800	SH	DEFINED	1	2	
ST JUDE MED INC	COM	790849103	357	9500	SH	DEFINED	1	2	
STAGE STORES INC	COM NEW	85254C305	4153	178145	SH	DEFINED	1	2	
STAPLES INC	COM	855030102	214	8300	SH	DEFINED	1	2	
STARTEK INC	COM	85569C107	252	25744	SH	DEFINED	1	2	
STATE STR CORP	COM	857477103	259	4000	SH	DEFINED	1	2	
STEEL DYNAMICS INC	COM	858119100	1905	44100	SH	DEFINED	1	2	
STERLING BANCSHARES INC	COM	858907108	220	19657	SH	DEFINED	1	2	
STREETTRACKS GOLD TR	GOLD SHS	863307104	329	5000	SH	DEFINED	1	2	
SUNTRUST BKS INC	COM	867914103	5081	61193	SH	DEFINED	1	2	
SUPERIOR BANCORP	COM	86806M106	499	46249	SH	DEFINED	1	2	
SUPERIOR ENERGY SVCS INC	COM	868157108	259	7500	SH	DEFINED	1	2	
SUPERTEX INC	COM	868532102	252	7600	SH	DEFINED	1	2	
SYKES ENTERPRISES INC	COM	871237103	242	13266	SH	DEFINED	1	2	
SYMANTEC CORP	COM	871503108	265	15300	SH	DEFINED	1	2	

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SYMMETRY HLDGS INC	UNIT 99/99/9999	871545208	9951	1250000	SH	DEFINED	1	2	
SYNOPSIS INC	COM	871607107	236	9000	SH	DEFINED	1	2	
SYNOVUS FINL CORP	COM	87161C105	1110	34330	SH	DEFINED	1	2	
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	15941	553500	SH	DEFINED	1	2	
TARGET CORP	COM	87612E106	7485	126300	SH	DEFINED	1	2	
TECH DATA CORP	COM	878237106	215	6000	SH	DEFINED	1	2	
TECK COMINCO LTD	CL B	878742204	15641	224730	SH	DEFINED	1	2	
TEEKAY SHIPPING MARSHALL ISL	COM	Y8564W103	2165	40000	SH	DEFINED	1	2	
TEKTRONIX INC	COM	879131100	237	8400	SH	DEFINED	1	2	
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	7266	525000	SH	DEFINED	1	2	
TELECOM HLDRS TR	DEPOSITRY RCPT	87927P200	593	15800	SH	DEFINED	1	2	
TELLABS INC	COM	879664100	4447	449200	SH	DEFINED	1	2	
TELUS CORP	NON-VTG SHS	87971M202	14023	280460	SH	DEFINED	1	2	
TEMPLE INLAND INC	COM	879868107	364	6100	SH	DEFINED	1	2	
TENET HEALTHCARE CORP	COM	88033G100	1903	296000	SH	DEFINED	1	2	
TENNECO INC	COM	880349105	2024	79500	SH	DEFINED	1	2	
TERADYNE INC	COM	880770102	281	17000	SH	DEFINED	1	2	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	487	13000	SH	DEFINED	1	2	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	125	200000	SH	CALL	DEFINED	1	2
TEXAS INSTRS INC	COM	882508104	858	28500	SH	DEFINED	1	2	
THERMO FISHER SCIENTIFIC INC	COM	883556102	827	17700	SH	DEFINED	1	2	
THOMAS & BETTS CORP	COM	884315102	727	14900	SH	DEFINED	1	2	
THQ INC	COM NEW	872443403	359	10500	SH	DEFINED	1	2	
TIFFANY & CO NEW	COM	886547108	2166	47620	SH	DEFINED	1	2	
TIME WARNER CABLE INC	CL A	88732J108	13107	349807	SH	DEFINED	1	2	
TIME WARNER INC	COM	887317105	8820	447280	SH	DEFINED	1	2	
TJX COS INC NEW	COM	872540109	2901	107600	SH	DEFINED	1	2	
TNS INC	COM	872960109	402	25000	SH	DEFINED	1	2	
TRACTOR SUPPLY CO	COM	892356106	234	4550	SH	DEFINED	1	2	
TRADESTATION GROUP INC	COM	89267P105	143	11323	SH	DEFINED	1	2	
TRAVELCENTERS OF AMERICA LLC	COM	894174101	4419	115000	SH	DEFINED	1	2	
TRAVELERS COMPANIES INC	COM	89417E109	5454	105360	SH	DEFINED	1	2	
TREEHOUSE FOODS INC	COM	89469A104	5786	189900	SH	DEFINED	1	2	
TRIAD GTY INC	COM	895925105	228	5503	SH	DEFINED	1	2	
TRIMBLE NAVIGATION LTD	COM	896239100	606	22590	SH	DEFINED	1	2	
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	581	11180	SH	DEFINED	1	2	
TWEEN BRANDS INC	COM	901166108	204	5700	SH	DEFINED	1	2	
TYCO INTL LTD NEW	COM	902124106	4372	138580	SH	DEFINED	1	2	
U S AIRWAYS GROUP INC	COM	90341W108	7850	172600	SH	DEFINED	1	2	
UAL CORP	COM NEW	902549807	21003	550250	SH	DEFINED	1	2	
UDR INC	COM	902653104	233	7600	SH	DEFINED	1	2	
UIL HLDG CORP	COM	902748102	319	9200	SH	DEFINED	1	2	
UNION PAC CORP	COM	907818108	4340	42740	SH	DEFINED	1	2	
UNION STREET ACQ CORP	UNIT 11/07/2010	908536204	4851	612500	SH	DEFINED	1	2	
UNIONBANCAL CORP	COM	908906100	5193	81890	SH	DEFINED	1	2	
UNISOURCE ENERGY CORP	COM	909205106	369	9824	SH	DEFINED	1	2	
UNITED PARCEL SERVICE INC	CL B	911312106	13970	199280	SH	DEFINED	1	2	
UNITED STATES OIL FUND LP	UNITS	91232N108	8003	150000	SH	DEFINED	1	2	
UNITED STATES STL CORP NEW	COM	912909108	1891	19070	SH	DEFINED	1	2	
UNITEDHEALTH GROUP INC	COM	91324P102	281	5300	SH	DEFINED	1	2	
UNIVERSAL COMPRESSION PARTNE	UNIT LP INT	913430104	5521	178670	SH	DEFINED	1	2	
UNIVERSAL HLTH SVCS INC	CL B	913903100	298	5200	SH	DEFINED	1	2	
UNUM GROUP	COM	91529Y106	5206	226070	SH	DEFINED	1	2	
URS CORP NEW	COM	903236107	362	8500	SH	DEFINED	1	2	
USA MOBILITY INC	COM	90341G103	2472	124009	SH	DEFINED	1	2	
UST INC	COM	902911106	2377	41000	SH	DEFINED	1	2	
UTSTARCOM INC	COM	918076100	133	16023	SH	DEFINED	1	2	
VALERO ENERGY CORP NEW	COM	91913Y100	1679	26030	SH	DEFINED	1	2	
VALMONT INDS INC	COM	920253101	289	5000	SH	DEFINED	1	2	
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	432	8100	SH	DEFINED	1	2	
VECTREN CORP	COM	92240G101	203	7100	SH	DEFINED	1	2	
VERIZON COMMUNICATIONS	COM	92343V104	7392	194940	SH	DEFINED	1	2	

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VIACOM INC NEW	CL B	92553P201	333	8100	SH	DEFINED	1	2	
VIRGIN MEDIA INC	COM	92769L101	3283	130000	SH	DEFINED	1	2	
VISHAY INTERTECHNOLOGY INC	COM	928298108	172	12300	SH	DEFINED	1	2	
VOLT INFORMATION SCIENCES IN	COM	928703107	211	8050	SH	DEFINED	1	2	
WADDELL & REED FINL INC	CL A	930059100	247	10600	SH	DEFINED	1	2	
WAL MART STORES INC	COM	931142103	4226	90000	SH	DEFINED	1	2	
WASHINGTON MUT INC	COM	939322103	327	8100	SH	DEFINED	1	2	
WASHINGTON POST CO	CL B	939640108	11166	14625	SH	DEFINED	1	2	
WASTE MGMT INC DEL	COM	94106L109	774	22500	SH	DEFINED	1	2	
WAUSAU PAPER CORP	COM	943315101	188	13100	SH	DEFINED	1	2	
WEATHERFORD INTERNATIONAL LT	COM	G95089101	262	5800	SH	DEFINED	1	2	
WELLS FARGO & CO NEW	COM	949746101	840	24400	SH	DEFINED	1	2	
WESTERN DIGITAL CORP	COM	958102105	4406	262078	SH	DEFINED	1	2	
WEYERHAEUSER CO	COM	962166104	18443	246760	SH	DEFINED	1	2	
WEYERHAEUSER CO	COM	962166104	651	366600	SH	CALL	DEFINED	1	2
WEYERHAEUSER CO	COM	962166104	1381	170000	SH	PUT	DEFINED	1	2
WHIRLPOOL CORP	COM	963320106	7153	84240	SH	DEFINED	1	2	
WHITE MTNS INS GROUP LTD	COM	G9618E107	3937	6950	SH	DEFINED	1	2	
WHITNEY HLDG CORP	COM	966612103	306	10011	SH	DEFINED	1	2	
WHOLE FOODS MKT INC	COM	966837106	309	6900	SH	DEFINED	1	2	
WILLIAMS COS INC DEL	COM	969457100	17502	615000	SH	DEFINED	1	2	
WILLIAMS SONOMA INC	COM	969904101	17800	501970	SH	DEFINED	1	2	
WINDSTREAM CORP	COM	97381W104	711	48392	SH	DEFINED	1	2	
WINNEBAGO INDS INC	COM	974637100	235	7000	SH	DEFINED	1	2	
WMS INDS INC	COM	929297109	620	15800	SH	DEFINED	1	2	
WORTHINGTON INDS INC	COM	981811102	276	13400	SH	DEFINED	1	2	
WRIGLEY WM JR CO	COM	982526105	7996	157000	SH	DEFINED	1	2	
XEROX CORP	COM	984121103	6581	389650	SH	DEFINED	1	2	
XL CAP LTD	CL A	G98255105	212	3030	SH	DEFINED	1	2	
YAHOO INC	COM	984332106	19775	632000	SH	DEFINED	1	2	
ZALE CORP NEW	COM	988858106	10729	406700	SH	DEFINED	1	2	
ZIMMER HLDGS INC	COM	98956P102	248	2900	SH	DEFINED	1	2	

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citizenship or place of organization

**United States of America**

number of

shares5.sole voting power0beneficially

owned by6.shared voting power370,644each

reporting7.sole dispositive power0person with:8.shared dispositive power370,6449.aggregate amount beneficially

owned by each reporting person370,64410.check box if the aggregate amount in row (9) excludes certain shares (See

Instructions)o 11.percent of class represented by amount in row (9)4.69%12.type of reporting person (See

Instructions)IN

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**Item 1.**

(a) Name of Issuer: **Nicholas Financial, Inc.**

Address of

(b) Issuer's Principal Executive Offices: **2454 McMullen Booth Road, Building C**

**Clearwater, Florida 33759**

**Item 2.**

**This Schedule 13G/A (the "Schedule") is being filed with respect to shares of Common Stock (no par value) of Nicholas Financial, Inc. (the "Issuer") which are or were beneficially owned by the following reporting persons:**

- (i) **SC Fundamental Value Fund, L.P.**
- (ii) **SC Fundamental LLC**
- (iii) **SC Fund Management Profit Sharing Plan**
- (iv) **Peter M. Collery**
- (v) **Neil H. Koffler**
- (vi) **John T. Bird and**

Name of (a) Person Filing: **David A. Hurwitz (together, the "Reporting Persons"). This Form is being filed by SC Fundamental Value Fund, LP (the "Fund") on behalf of itself and SC Fundamental, LLC (the "General Partner"), SC Fund Management Profit Sharing Plan (the "Plan") and Peter M. Collery ("Collery"), Neil H. Koffler ("Koffler"), John T. Bird ("Bird") and David A. Hurwitz ("Hurwitz"). Collery is the President and a member of the General Partner and the Trustee of the Plan and Koffler, Bird and Hurwitz are Vice Presidents and members of the General Partner.**

Address of Principal (b) Business Office or, if none, Residence: **The principal business office of each of SC Fundamental Value Fund, L.P., SC Fundamental LLC, SC Fund Management Profit Sharing Plan, Peter M. Collery, Neil H. Koffler, John T. Bird and David A. Hurwitz is: 747 Third Avenue, 27<sup>th</sup> Floor New York, New York 10017**

(c), (d) and (e): **For information with respect to citizenship or place of organization of each of the Reporting Persons, title of class of securities and CUSIP number for the shares held by such persons, see the appropriate cover page above.**

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**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

(a)-(c) The response of each of the Reporting Persons to Items 5 through 12 of each of their respective Cover Sheets which relate to the beneficial and percentage ownership of the Common Stock of the Issuer is incorporated herein by reference to the appropriate Cover Sheets above. The percentage ownership of the Reporting Persons is based on the 7,909,122 outstanding shares of Common Stock of the Issuer (as of August 1, 2018) as disclosed on the Issuer's Form 10-Q dated August 14, 2018. The General Partner is filing on behalf of the Fund, which owns 370,644 shares of Common Stock of the Issuer. Collery, Koffler, Bird and Hurwitz are each members of the General Partner. The Plan owns 89,522 shares of Common Stock of the Issuer. Collery is the sole trustee of the Plan.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit No. 2 hereto.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

(a) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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: September 24, 2018

SC FUNDAMENTAL VALUE  
FUND, L.P.

By: SC Fundamental LLC, its  
General Partner

By: /s/ Neil H. Koffler  
Name: Neil H. Koffler  
Title: Member

SC FUNDAMENTAL LLC

By: /s/ Neil H. Koffler  
Name: Neil H. Koffler  
Title: Member

SC FUND MANAGEMENT  
PROFIT SHARING PLAN

By: /s/ Peter Collery, its trustee  
Name: Peter Collery  
Title: Trustee

/s/ Neil H. Koffler  
Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery (1)

/s/ Neil H. Koffler  
Neil H. Koffler

/s/ Neil Koffler  
Neil H. Koffler as  
Attorney-in-Fact for  
John T. Bird (2)

/s/ Neil Koffler



Neil H. Koffler as  
Attorney-in-Fact for  
David A. Hurwitz (3)

Executed by Neil H. Koffler as Attorney-in-Fact for Peter M. Collery. The Power of Attorney for Mr. Collery is (1) attached as Exhibit 3 to the Statement on Schedule 13G with respect to the Common Stock of Trans World Corporation, filed on January 24, 2013, and is incorporated herein by reference.

Executed by Neil H. Koffler as Attorney-in-Fact for John T. Bird. The Power of Attorney for Mr. Bird is attached (2) as Exhibit 3 to the Statement on Schedule 13G with respect to the Common Stock of First Financial Northwest Inc., filed on September 14, 2011, and is incorporated herein by reference.

Executed by Neil H. Koffler as Attorney-in-Fact for David A. Hurwitz. The Power of Attorney for Mr. Hurwitz is (3) attached as Exhibit 4 to the Statement on Schedule 13G with respect to the Common Stock of First Financial Northwest Inc., filed on September 14, 2011, and is incorporated herein by reference.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

**Attention:** Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)