

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

Fortress Investment Group LLC
Form 13F-HR/A
August 21, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one.): [X] 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: David Brooks
Title: Secretary, VP and General Counsel
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ David Brooks New York, NY August 20, 2009

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: 8
Form13F Information Table Entry Total: 120
Form13F Information Table Value Total: \$997,723 (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 | 28-10162 | FIG Advisors LLC |
| 8 | 28-13249 | Fortress Commodities Advisors LLC |
| 9 | 28-13498 | Fortress Macro Advisors LLC |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN | SH/ PRN | PUT/ CALL | INVTMT DSCRETN | OTH MANA |
|------------------------------|------------------|-----------|--------------------|----------------|------------|--------------|-------------------|-------------|
| ADVANCED TECHNOLOGY ACQU COR | *W EXP 06/18/201 | 007556111 | 9 | 1856250 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 2101 | 285875 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 159863 | 21750002 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 26644 | 3625000 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 28665 | 3900000 | SH | | DEFINED | 1 2 |
| AK STL HLDG CORP | COM | 001547108 | 5548 | 289100 | SH | | DEFINED | 1 2 |
| AK STL HLDG CORP | COM | 001547108 | 1174 | 61200 | SH | | DEFINED | 1 2 |
| ALCOA INC | COM | 013817101 | 204581 | 198040000 | SH | CALL | DEFINED | 1 2 |
| ALCOA INC | COM | 013817101 | 4334 | 419600 | SH | CALL | DEFINED | 1 2 |
| ALTERNATIVE ASSET MGMT ACQU | *W EXP 08/01/201 | 02149U119 | 169 | 1210250 | SH | | DEFINED | 1 2 |
| ANADARKO PETE CORP | COM | 032511107 | 1648 | 36300 | SH | | DEFINED | 1 2 |
| ANADARKO PETE CORP | COM | 032511107 | 350 | 7700 | SH | | DEFINED | 1 2 |
| ANGLOGOLD ASHANTI LTD | SPONSORED ADR | 035128206 | 3822 | 104334 | SH | | DEFINED | 1 2 |
| BAKER HUGHES INC | COM | 057224107 | 980 | 26900 | SH | | DEFINED | 1 2 |
| BAKER HUGHES INC | COM | 057224107 | 204 | 5600 | SH | | DEFINED | 1 2 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 330 | 25000 | SH | PUT | DEFINED | 1 2 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 45 | 3400 | SH | | DEFINED | 1 2 |
| BOYD GAMING CORP | COM | 103304101 | 1328 | 15620000 | SH | PUT | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 503648 | 51709177 | SH | | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 1218 | 125000 | SH | | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 8048 | 826292 | SH | | DEFINED | 1 2 |
| BRUNSWICK CORP | COM | 117043109 | 54001 | 25000000 | SH | PUT | DEFINED | 1 2 |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 515 | 7000 | SH | | DEFINED | 1 2 |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 256 | 4900 | SH | | DEFINED | 1 2 |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 1565 | 30000 | SH | PUT | DEFINED | 1 2 |
| CAPITOL ACQUISITION CORP DEL | *W EXP 11/08/201 | 14055E112 | 352 | 750000 | SH | | DEFINED | 1 2 |
| CHINA HLDGS ACQUISITION CORP | *W EXP 11/16/201 | 16942N114 | 99 | 990000 | SH | | DEFINED | 1 2 |
| CITIGROUP INC | COM | 172967101 | 4752 | 1600000 | SH | PUT | DEFINED | 1 2 |
| CON-WAY INC | COM | 205944101 | 797 | 25000 | SH | PUT | DEFINED | 1 2 |
| CSX CORP | COM | 126408103 | 2058 | 59400 | SH | | DEFINED | 1 2 |
| CSX CORP | COM | 126408103 | 1548 | 44700 | SH | | DEFINED | 1 2 |
| CSX CORP | COM | 126408103 | 1430 | 4130000 | SH | CALL | DEFINED | 1 2 |
| CSX CORP | COM | 126408103 | 301 | 8700 | SH | CALL | DEFINED | 1 2 |
| DANA HOLDING CORP | COM | 235825205 | 1245 | 972625 | SH | | DEFINED | 1 2 |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 2572 | 30975 | SH | | DEFINED | 1 2 |
| ENTERPRISE ACQUISITION CORP | *W EXP 11/07/201 | 29365R116 | 32 | 500000 | SH | | DEFINED | 1 2 |
| FEDEX CORP | COM | 31428X106 | 278 | 5000 | SH | | DEFINED | 1 2 |
| FEDEX CORP | COM | 31428X106 | 13349 | 240000 | SH | PUT | DEFINED | 1 2 |

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|-------------------------------|------------------|-----------|-------|---------|-----|------|---------|---|---|
| FOSTER WHEELER AG | COM | H27178104 | 1962 | 82600 | SH | | DEFINED | 1 | 2 |
| FOSTER WHEELER AG | COM | H27178104 | 413 | 17400 | SH | | DEFINED | 1 | 2 |
| FOUNDATION COAL HLDGS INC | COM | 35039W100 | 930 | 33100 | SH | | DEFINED | 1 | 2 |
| FOUNDATION COAL HLDGS INC | COM | 35039W100 | 194 | 6900 | SH | | DEFINED | 1 | 2 |
| FREEPOR-T-MCMORAN COPPER & GO | COM | 35671D857 | 356 | 7100 | SH | | DEFINED | 1 | 2 |
| FREEPOR-T-MCMORAN COPPER & GO | COM | 35671D857 | 70 | 1400 | SH | | DEFINED | 1 | 2 |
| GENCO SHIPPING & TRADING LTD | SHS | Y2685T107 | 163 | 750000 | SH | PUT | DEFINED | 1 | 2 |
| GENERAL ELECTRIC CO | COM | 369604103 | 3141 | 268000 | SH | PUT | DEFINED | 1 | 2 |
| GENESIS LEASE LTD | ADR | 37183T107 | 971 | 225200 | SH | | DEFINED | 1 | 2 |
| GLOBAL BRANDS ACQUISITION CO | *W EXP 12/06/201 | 378982110 | 196 | 1500000 | SH | | DEFINED | 1 | 2 |
| GLOBAL CONSUMER ACQST CORP | *W EXP 11/27/201 | 378983118 | 116 | 575500 | SH | | DEFINED | 1 | 2 |
| GOLD FIELDS LTD NEW | SPONSORED ADR | 38059T106 | 2434 | 202000 | SH | | DEFINED | 1 | 2 |
| GOLDEN POND HEALTHCARE INC | *W EXP 11/06/201 | 38116J117 | 60 | 750000 | SH | | DEFINED | 1 | 2 |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 9292 | 825200 | SH | | DEFINED | 1 | 2 |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 1968 | 174800 | SH | | DEFINED | 1 | 2 |
| GRAINGER W W INC | COM | 384802104 | 98 | 1200 | SH | | DEFINED | 1 | 2 |
| GRAINGER W W INC | COM | 384802104 | 16990 | 207500 | SH | PUT | DEFINED | 1 | 2 |
| HALLIBURTON CO | COM | 406216101 | 217 | 10500 | SH | | DEFINED | 1 | 2 |
| HALLIBURTON CO | COM | 406216101 | 1035 | 50000 | SH | | DEFINED | 1 | 2 |
| IDEATION ACQUISITION CORP | *W EXP 11/19/201 | 451665111 | 126 | 250000 | SH | | DEFINED | 1 | 2 |
| ISHARES INC | MSCI TAIWAN | 464286731 | 15009 | 1487500 | SH | | DEFINED | 1 | 2 |
| KBL HEALTHCARE ACQUIS CORP I | *W EXP 07/18/201 | 48241N115 | 181 | 658100 | SH | | DEFINED | 1 | 2 |
| KENNAMETAL INC | COM | 489170100 | 132 | 6900 | SH | | DEFINED | 1 | 2 |
| KENNAMETAL INC | COM | 489170100 | 635 | 33100 | SH | | DEFINED | 1 | 2 |
| KROGER CO | COM | 501044101 | 12017 | 545000 | SH | | DEFINED | 1 | 2 |
| LENNAR CORP | CL A | 526057104 | 1967 | 203000 | SH | | DEFINED | 1 | 2 |
| LIBERTY ACQUISITION HLDGS CO | *W EXP 12/12/201 | 53015Y115 | 148 | 336900 | SH | | DEFINED | 1 | 2 |
| MAGNA INTL INC | CL A | 559222401 | 8545 | 202300 | SH | | DEFINED | 1 | 2 |
| MAGNA INTL INC | CL A | 559222401 | 1804 | 42700 | SH | | DEFINED | 1 | 2 |
| MASSEY ENERGY CORP | COM | 576206106 | 1210 | 61900 | SH | | DEFINED | 1 | 2 |
| MASSEY ENERGY CORP | COM | 576206106 | 256 | 13100 | SH | | DEFINED | 1 | 2 |
| MERIX CORP | NOTE 4.000% 5/1 | 590049AB8 | 160 | 3250000 | PRN | | DEFINED | 1 | 2 |
| MGM MIRAGE | COM | 552953101 | 7149 | 1075000 | SH | PUT | DEFINED | 1 | 2 |
| MONSANTO CO NEW | COM | 61166W101 | 164 | 2200 | SH | | DEFINED | 1 | 2 |
| MONSANTO CO NEW | COM | 61166W101 | 1844 | 2480000 | SH | CALL | DEFINED | 1 | 2 |
| MONSANTO CO NEW | COM | 61166W101 | 743 | 10000 | SH | | DEFINED | 1 | 2 |
| MONSANTO CO NEW | COM | 61166W101 | 387 | 5200 | SH | CALL | DEFINED | 1 | 2 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 810 | 24800 | SH | | DEFINED | 1 | 2 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 170 | 5200 | SH | | DEFINED | 1 | 2 |
| NAVIOS MARITIME ACQUIS CORP | *W EXP 06/25/201 | Y62159119 | 593 | 1250000 | SH | | DEFINED | 1 | 2 |
| NEWCASTLE INVT CORP | COM | 65105M108 | 677 | 1025729 | SH | | DEFINED | 1 | 2 |
| NEWCASTLE INVT CORP | COM | 65105M108 | 126 | 191600 | SH | | DEFINED | 1 | 2 |
| NEWMONT MINING CORP | COM | 651639106 | 486 | 11900 | SH | | DEFINED | 1 | 2 |
| NEWMONT MINING CORP | COM | 651639106 | 106 | 2600 | SH | | DEFINED | 1 | 2 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 565 | 15000 | SH | | DEFINED | 1 | 2 |
| NORTHWESTERN CORP | COM NEW | 668074305 | 19240 | 845347 | SH | | DEFINED | 1 | 2 |
| ODYSSEY MARINE EXPLORATION I | COM | 676118102 | 807 | 504109 | SH | | DEFINED | 1 | 2 |
| PACCAR INC | COM | 693718108 | 486 | 1500000 | SH | PUT | DEFINED | 1 | 2 |
| PARKER HANNIFIN CORP | COM | 701094104 | 146 | 3400 | SH | | DEFINED | 1 | 2 |
| PARKER HANNIFIN CORP | COM | 701094104 | 713 | 16600 | SH | | DEFINED | 1 | 2 |
| PAYCHEX INC | COM | 704326107 | 16624 | 655000 | SH | PUT | DEFINED | 1 | 2 |
| PEABODY ENERGY CORP | COM | 704549104 | 262 | 8700 | SH | | DEFINED | 1 | 2 |
| PEABODY ENERGY CORP | COM | 704549104 | 1246 | 41300 | SH | | DEFINED | 1 | 2 |
| PENN NATL GAMING INC | COM | 707569109 | 4581 | 157377 | SH | | DEFINED | 1 | 2 |
| POLARIS INDS INC | COM | 731068102 | 321 | 1000000 | SH | PUT | DEFINED | 1 | 2 |
| PROSPECT ACQUISITION CORP | *W EXP 11/14/201 | 74347T111 | 83 | 924800 | SH | | DEFINED | 1 | 2 |
| SAKS INC | COM | 79377W108 | 62 | 14000 | SH | | DEFINED | 1 | 2 |
| SAKS INC | COM | 79377W108 | 443 | 100000 | SH | PUT | DEFINED | 1 | 2 |
| SAPPHIRE INDUSTRIALS CORP | *W EXP 01/17/201 | 80306T117 | 160 | 1000000 | SH | | DEFINED | 1 | 2 |
| SLM CORP | COM | 78442P106 | 402 | 40000 | SH | PUT | DEFINED | 1 | 2 |
| SMITHFIELD FOODS INC | COM | 832248108 | 210 | 15000 | SH | | DEFINED | 1 | 2 |
| SMITHFIELD FOODS INC | COM | 832248108 | 7101 | 508300 | SH | PUT | DEFINED | 1 | 2 |

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|------------------------------|------------------|-----------|-------|----------|----|------|---------|---|---|
| SPDR SERIES TRUST | S&P RETAIL ETF | 78464A714 | 416 | 15000 | SH | PUT | DEFINED | 1 | 2 |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 1140 | 237000 | SH | | DEFINED | 1 | 2 |
| SPX CORP | COM | 784635104 | 568 | 11600 | SH | | DEFINED | 1 | 2 |
| SPX CORP | COM | 784635104 | 122 | 2500 | SH | | DEFINED | 1 | 2 |
| STONELEIGH PARTNERS ACQUS CO | *W EXP 05/31/201 | 861923126 | 16 | 500000 | SH | | DEFINED | 1 | 2 |
| TREMISIS ENERGY ACQ CORP II | *W EXP 12/05/201 | 89472N119 | 132 | 1100000 | SH | | DEFINED | 1 | 2 |
| TRIAN ACQUISITION I CORP | *W EXP 01/23/201 | 89582E116 | 200 | 798200 | SH | | DEFINED | 1 | 2 |
| TRIPLECROWN ACQUISITION CORP | *W EXP 10/22/201 | 89677G117 | 436 | 2559500 | SH | | DEFINED | 1 | 2 |
| TYCO INTERNATIONAL LTD | SHS | H89128104 | 751 | 28900 | SH | | DEFINED | 1 | 2 |
| TYCO INTERNATIONAL LTD | SHS | H89128104 | 158 | 6100 | SH | | DEFINED | 1 | 2 |
| UNION PAC CORP | COM | 907818108 | 8730 | 167700 | SH | | DEFINED | 1 | 2 |
| UNION PAC CORP | COM | 907818108 | 359 | 6900 | SH | CALL | DEFINED | 1 | 2 |
| UNION PAC CORP | COM | 907818108 | 1848 | 35500 | SH | | DEFINED | 1 | 2 |
| UNION PAC CORP | COM | 907818108 | 1723 | 3310000 | SH | CALL | DEFINED | 1 | 2 |
| UNITED REFINING ENERGY CORP | *W EXP 12/11/201 | 911360113 | 152 | 1600000 | SH | | DEFINED | 1 | 2 |
| UNITED STATES STL CORP NEW | COM | 912909108 | 1061 | 29700 | SH | CALL | DEFINED | 1 | 2 |
| UNITED STATES STL CORP NEW | COM | 912909108 | 12091 | 338300 | SH | | DEFINED | 1 | 2 |
| UNITED STATES STL CORP NEW | COM | 912909108 | 5601 | 156700 | SH | | DEFINED | 1 | 2 |
| UNITED STATES STL CORP NEW | COM | 912909108 | 5014 | 14030000 | SH | CALL | DEFINED | 1 | 2 |
| WILLBROS GROUP INC DEL | COM | 969203108 | 567 | 45350 | SH | | DEFINED | 1 | 2 |