

Fortress Investment Group LLC
Form SC 13G/A
February 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Fortress Investment Group LLC

(Name of Issuer)

Class A Shares

(Title of Class of Securities)

34958B106

(CUSIP Number)

December 31, 2012

(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)

S 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).

CUSIP No.: 34958B106

1 NAME OF REPORTING PERSON
Aldel LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|---|---|---------------------|
| | 5 | SOLE VOTING POWER |
| | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | SOLE DISPOSITIVE |
| | 7 | POWER |
| | | 0 |
| | | SHARED DISPOSITIVE |
| | 8 | POWER |
| | | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12 TYPE OF REPORTING PERSON
OO

CUSIP No.: 34958B106

1 NAME OF REPORTING PERSON
Robert I. Kauffman

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 |
| | 6 | SHARED VOTING POWER |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | SOLE DISPOSITIVE |
| | 7 | POWER |
| | | 0 |
| | | SHARED DISPOSITIVE |
| | 8 | POWER |
| | | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12 TYPE OF REPORTING PERSON
IN

Item 1.

(a) **Name of Issuer:**

The name of the issuer is Fortress Investment Group LLC (the "Issuer").

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

The Issuer's principal executive offices are located at 1345 Avenue of the Americas, 4th Floor, New York, NY 10105.

Item 2.

(a) **Name of Person Filing:**

This statement is filed by:

(i) Aldel LLC

(ii) Robert I. Kauffman.

(b) **Address of Principal Business Office:**

The address of the principal business office of each of the Reporting Persons is c/o Mr. John D. Cook, CPA, BCRS Associates, LLC, 77 Water Street, 9th Floor, New York, NY 10005.

(c) **Citizenship:**

Aldel LLC is a limited liability company organized under the laws of Delaware, and Robert I. Kauffman is a United States citizen.

(d) **Title of Class of Securities:**

Class A shares, par value \$0.01 per share.

(e) **CUSIP Number:**

34958B106

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).

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- (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 association 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. Aldel LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0

B. Robert I. Kauffman

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0

**Ownership
of Five**

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

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following S.

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

Not applicable.

**Identification
and
Classification
of the
Subsidiary
Which**

**Item 7. Acquired the
Security
Being
Reported on
By the Parent
Holding
Company.**

Not applicable.

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

Not applicable.

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

Not applicable.

Item 10. Certification.

Not applicable.

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.

February 14, 2013

ALDEL LLC

By: /s/ Robert I. Kaufman
Name: Robert I. Kauffman
Title: Sole member

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.

February 14, 2013

By: /s/ Robert I. Kaufman
Name: Robert I. Kauffman

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|----------------|---|
| 1 | Joint Filing Agreement, dated February 12, 2008, by and between Aldel LLC and Robert I. Kauffman (incorporated by reference to Exhibit No. 1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on February 13, 2008) |
