

Fortress Investment Group LLC
Form 424B5
May 15, 2009
Table of Contents

Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-153689

PROSPECTUS SUPPLEMENT

(To Prospectus Dated October 3, 2008)

40,000,000 Class A Shares

Representing Class A Limited Liability Company Interests

Fortress Investment Group LLC

\$5.00 per share

We are selling up to 40,000,000 Class A shares representing Class A limited liability company interests. We are selling all of the Class A shares offered in this offering. None of our five principals or our other significant investors will be selling any shares in this offering. Our five principals and a senior employee have agreed to purchase an aggregate of 4,000,000 Class A shares sold in this offering. An affiliate of Nomura Holdings, Inc. has agreed to purchase 5,400,000 Class A shares sold in this offering.

We have granted the underwriters a 30-day option to purchase up to 6,000,000 additional Class A shares at the public offering price less underwriting discounts for the purpose of covering over-allotments, if any.

Our Class A shares are listed on the New York Stock Exchange under the trading symbol FIG. The last reported sale price of our Class A shares on May 14, 2009 was \$5.26 per share.

Investing in our Class A shares involves a high degree of risk. See Risk Factors on page S-12 of this prospectus supplement and in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. You should read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus carefully before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Edgar Filing: Fortress Investment Group LLC - Form 424B5

	Per Share	Total(1)
Public offering price	\$ 5.00	\$ 200,000,000
Underwriting discounts (5%)	\$ 0.25	\$ 7,650,000
Proceeds to us (before expenses)	\$ 4.75	\$ 192,350,000

- (1) Our principals and a senior employee, and Nomura Holdings, Inc. have agreed to purchase an aggregate of 9,400,000 Class A shares in this offering at the public offering price and the underwriters will not be entitled to any underwriting discounts in respect of such purchases.

The underwriters expect to deliver the Class A shares against payment on May 20, 2009 through the book-entry facilities of The Depository Trust Company.

Joint Book-Running Managers

Citi J.P. Morgan Merrill Lynch & Co. Nomura Securities International, Inc.

May 14, 2009

Table of Contents

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	ii
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	iii
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>THE OFFERING</u>	S-8
<u>SUMMARY HISTORICAL FINANCIAL AND OPERATING INFORMATION</u>	S-10
<u>RISK FACTORS</u>	S-12
<u>USE OF PROCEEDS</u>	S-13
<u>PRICE RANGE OF OUR CLASS A SHARES AND DIVIDENDS</u>	S-14
<u>CAPITALIZATION</u>	S-15
<u>UNDERWRITING</u>	S-16
<u>LEGAL MATTERS</u>	S-22
<u>EXPERTS</u>	S-22
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-22
<u>INCORPORATION BY REFERENCE</u>	S-22

PROSPECTUS

<u>WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION BY REFERENCE</u>	1
<u>CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS</u>	