

Fortress Investment Group LLC
Form DEF 14A
April 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only
(as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> Definitive Proxy Statement | |
| <input type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material Pursuant to Rule 14a-12 | |

FORTRESS INVESTMENT GROUP LLC
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Fortress Investment Group LLC
1345 Avenue of the Americas
New York, NY 10105

April 13, 2012

Dear Fellow Shareholders:

On behalf of your Board of Directors, I am pleased to invite you to attend the 2012 Annual Meeting of Shareholders of Fortress Investment Group LLC. This meeting will be held on May 23, 2012, at 8:00 AM Eastern Daylight Time, at the Hilton Hotel New York, Beekman Room, 1335 Avenue of the Americas, New York, New York.

The Notice of the 2012 Annual Meeting of Shareholders and Proxy Statement that follow describe the business to be conducted at the meeting.

Your vote is important. Whether or not you plan to attend, please vote by Internet, telephone, or mark, sign, date and return your proxy card, so that your shares are represented at the meeting.

If you plan to attend the meeting, please check the “Annual Meeting” box on your proxy card so that we may send you an admission card.

PLEASE NOTE THAT YOU MUST FOLLOW THESE INSTRUCTIONS IN ORDER TO ATTEND AND BE ABLE TO VOTE AT THE ANNUAL MEETING: All shareholders may vote in person at the Annual Meeting. In addition, any shareholder may also be represented by another person at the Annual Meeting by executing a proper proxy designating that person as the proxy with power to vote your shares on your behalf. If you are a beneficial owner of shares, you must take the following three steps in order to be able to attend and vote at the Annual Meeting: (1) obtain a legal proxy from your broker, bank or other holder of record and present this legal proxy to the inspector of elections along with your ballot, (2) contact our Investor Relations department to obtain an admission card and present this admission card to the inspector of elections and (3) present an acceptable form of photo identification, such as a driver’s license or passport, to the inspector of elections.

Sincerely,

Peter L. Briger, Jr. and Wesley R. Edens
Co-Chairmen of the Board

Fortress Investment Group LLC
1345 Avenue of the Americas
New York, NY 10105

Notice of the 2012 Annual Meeting of Shareholders

To Our Shareholders:

Fortress Investment Group LLC will hold its 2012 Annual Meeting of Shareholders (the "Annual Meeting") at the Hilton Hotel New York, Beekman Room, 1335 Avenue of the Americas, New York, New York, on May 23, 2012 at 8:00 AM Eastern Daylight Time.

The matters to be considered and acted upon at the Annual Meeting, which are described in detail in the accompanying materials, are:

1. the election of four Class II directors, Robert I. Kauffman, Michael E. Novogratz, Takumi Shibata and George W. Welde, Jr., to serve until the 2015 annual meeting;
2. the ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for Fortress Investment Group LLC for fiscal year 2012; and
3. any other business properly presented at the Annual Meeting.

Your Board of Directors recommends that you vote in favor of the proposals set forth in this Proxy Statement.

You may vote at the Annual Meeting if you were a shareholder of record at the close of business on March 29, 2012.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote by Internet, telephone, or mark, sign, date and return your proxy card, so that your shares are represented at the Annual Meeting.

By Order of the Board of Directors,

David N. Brooks
Vice President, General Counsel and
Secretary

New York, New York
April 13, 2012

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Fortress Investment Group LLC
1345 Avenue of the Americas
New York, NY 10105

April 13, 2012

PROXY STATEMENT

For The 2012 Annual Meeting of Shareholders To Be Held On
May 23, 2012

GENERAL INFORMATION ABOUT THE MEETING

Date, Time and Place of the Annual Meeting. The Board of Directors (the “Board” or “Board of Directors”) of Fortress Investment Group LLC, a Delaware limited liability company (“Fortress,” the “Company,” “