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Verduin Patr	icia									
Form 4										
September 1	2, 2011									
FORM	14	~				~~~ .			OMB AF	PROVAL
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check th if no long	ar								Expires:	January 31, 2005
In the folger STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP subject to Section 16. Section 16. SECURITIES Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 19						Estimated average burden hours per response 0				
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the 1	Public U		ling Cor	npan	y Act of	1935 or Section	1	
(Print or Type I	Responses)									
1. Name and A Verduin Pat	address of Reporting	Person <u>*</u>	Symbol	r Name and ATE PAL			U	5. Relationship of Issuer	Reporting Pers	on(s) to
							/[CL]	(Checl	k all applicable)
(Last)	(First) (I	Middle)		f Earliest Tr	ansaction			Director	10%	Owner
			(Month/Day/Year) 09/08/2011			Officer (give title Other (specify below) below) Chief Technology Officer				
			(Month/Day/Year) App _X_			6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Per	rson		
NEW YOR	K, NY 10022							Form filed by M Person	ore than One Re	porting
(City)	(State)	(Zip)	Tabl	le I - Non-E	erivative	Secu	rities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Executior any (Month/D	n Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi r(A) or Di (Instr. 3, Amount	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/12/2011			S <u>(1)</u>	673	D	\$ 86.666	18,087	D	
Common Stock								570	I	By Issuer's 401(k) Plan Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and s	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 90.46	09/08/2011		A <u>(2)</u>	23,000	09/08/2012 <u>(3)</u>	09/08/2017	Common Stock	23,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Verduin Patricia C/O COLGATE-PALMOLIVE COMPANY 300 PARK AVENUE NEW YORK, NY 10022			Chief Technology Officer		

Signatures

Nina Huffman by power of	09/12/2011
attorney	09/12/2011
** Signature of Reporting Person	Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Sale of shares (with proceeds delivered to the Company) for payment of tax liability incident to vesting of a restricted stock award under (1)the issuer's Executive Incentive Compensation Plan.
- Annual Stock Option granted under the issuer's 2005 Employee Stock Option Plan. (2)
- Option becomes exercisable in one-third increments on each anniversary date, with the first third becoming exercisable on the date shown (3) in this column.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ">[]

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Reporting Owners

5.5%* 12 TYPE OF REPORTING PERSON PN

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.:	02503X105					
1	NAME OF REPORTING PERSON FIG Corp.					
2	CHECK THE APPROPRIATE BOX IF AMEMBER OF A GROUP					
3	SEC USE ONLY					
4	CITIZENSHIP C Delaware	OR PLACE OF ORGANIZATION				
NUMBER OF	5	SOLE VOTING POWER				
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 19,313,949*				
EACH REPORTING	7	SOLE DISPOSITIVE POWER				
PERSON WITH	8	SHARED DISPOSITIVE POWER 19,313,949*				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,313,949*					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5%*					
12	TYPE OF REPORTING PERSON CO					

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.:	02503X105						
1		NAME OF REPORTING PERSON Fortress Investment Group LLC					
2	CHECK THE APPROPRIATE BOX IF A(a)MEMBER OF A GROUP(b)						
3	SEC USE ONLY						
4	CITIZENSHIP C Delaware	OR PLACE OF ORGANIZATION					
NUMBER OF	5	SOLE VOTING POWER					
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 19,313,949*					
EACH REPORTING	7	SOLE DISPOSITIVE POWER					
PERSON WITH	8	SHARED DISPOSITIVE POWER 19,313,949*					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,313,949*						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5%*						
12	TYPE OF REPORTING PERSON OO						

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

Item 1.

(a)	Name of Issuer:
	The name of the issuer is American Capital, Ltd. (the "Issuer").
(b)	Address of Issuer's Principal Executive Offices:
	The Issuer's principal executive offices are located at 2 Bethesda Metro Center, 14th Floor Bethesda, MD 20814.

Item 2.

a)	Name of Person	Filing:

This statement is filed by:

- (i) FIG LLC, a Delaware limited liability company;
- (ii) Fortress Operating Entity I LP, a Delaware limited partnership;
- (iii) FIG Corp., a Delaware corporation; and
- (iv) Fortress Investment Group LLC, a Delaware limited liability company.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office:

The address of the principal business office of each of the Reporting Persons is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105, Attention: Michael Cohn.

(c) Citizenship:

Each of FIG LLC and Fortress Investment Group LLC is a limited liability company organized under the laws of the State of Delaware. Fortress Operating Entity I LP is a limited partnership organized under the laws of the State of Delaware. FIG Corp. is a corporation organized under the laws of the State of Delaware.

(d) Title of Class of Securities:Common Stock, par value \$0.01 per share (the "Common Stock")

(e) CUSIP Number: 02503X105 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)	0	Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
(b)	0	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	0	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e)	0	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
(f)	0	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
(g)	0	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
(h)	0	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i)	0	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)	0	Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The percentages used in Item 1 above and this Item 4 are calculated based on 350,276,962 shares of Common Stock outstanding as of July 22, 2010 as reported in the Issuer's Form N-2 filed on August 19, 2010.

- A. FIG LLC
 - (a) Amount beneficially owned: 19,313,949
 - (b) Percent of class: 5.5%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 19,313,949
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 19,313,949

B. Fortress Operating Entity I LI	3.	Fortress Operating Enti	ty I LP
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(c)

- (a) Amount beneficially owned: 19,313,949
- (b) Percent of class: 5.5%

(i)	Sole power to vote or direct the vote: 0
(ii)	Shared power to vote or direct the vote: 19,313,949
(iii)	Sole power to dispose or direct the disposition: 0
(iv)	Shared power to dispose or direct the disposition: 19,313,949

C. FIG Corp.

(a)

(b

(c)

(c)

ι)	Amount beneficially owned: 19,313,949				
))	Percent of class: 5.59	76			
:)	(i)	Sole power to vote or direct the vote: 0			
	(ii)	Shared power to vote or direct the vote: 19,313,949			
	(iii)	Sole power to dispose or direct the disposition: 0			
	(iv)	Shared power to dispose or direct the disposition: 19,313,949			

D. Fortress Investment Group LLC

- (a) Amount beneficially owned: 19,313,949
 (b) Percent of class: 5.5%
 - (i) Sole power to vote or direct the vote: 0
 (ii) Shared power to vote or direct the vote: 19,313,949
 - (iii) Sole power to dispose or direct the disposition: 0(iv) Shared power to dispose or direct the

disposition: 19,313,949

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

Not applicable.

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

Not applicable.

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the7.Parent Holding Company.

See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of

Common Stock directly and indirectly.

- Item 8. Identification and Classification of Members of the Group. Not applicable.
- Item 9. Notice of Dissolution of a Group. Not applicable.

Item Certification

10.

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.

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: August 30, 2010

FIG LLC

By:

/s/ David N. BrooksName: David N.BrooksTitle: Vice Presidentand General Counsel

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: August 30, 2010

FORTRESS OPERATING ENTITY I LP

FIG CORP. its general partner

By:

By:

/s/ David N. Brooks Name: David N. Brooks Title: Vice President and General Counsel

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: August 30, 2010

FIG CORP.

By:

/s/ David N. Brooks Name: David N. Brooks Vice President and General Counsel

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: August 30, 2010

FORTRESS INVESTMENT GROUP LLC

By:

/s/ David N. BrooksName: David N.BrooksVice President andGeneral Counsel

EXHIBIT INDEX

Exhibit No.	Exhibit
1	Identification of Relevant Subsidiaries
2	Joint Filing Agreement, dated August 30, 2010, by and among FIG LLC,
	Fortress Operating Entity I LP, FIG Corp. and Fortress Investment Group LLC.