

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| ABRAMS CAPITAL MANAGEMENT, L.P. | | | Och-Ziff Capital Management Group LLC [OZM] | | | Director <input checked="" type="checkbox"/> 10% Owner | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | Officer (give title below) Other (specify below) | | |
| 222 BERKELEY STREET, 21ST FLOOR | | | 01/24/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| BOSTON MA 02116 | | | | | | Form filed by One Reporting Person | | |
| (City) (State) (Zip) | | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Shares, no par value | 01/24/2017 | | P | | 1,357,680 | A | \$3.2 | 22,238,592 | I | See Footnote (1)(2)(3) |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | | | |

1. Name and Address of Reporting Person*

ABRAMS CAPITAL MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

| | | |
|---|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| ABRAMS CAPITAL MANAGEMENT, LLC | | |
| (Last) | (First) | (Middle) |
| 222 BERKELEY STREET, 21ST FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

| | | |
|---|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| ABRAMS CAPITAL, LLC | | |
| (Last) | (First) | (Middle) |
| 222 BERKELEY STREET, 21ST FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

| | | |
|--|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| Abrams Capital Partners II, L.P. | | |
| (Last) | (First) | (Middle) |
| 222 BERKELEY STREET, 21ST FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

| | | |
|---|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| Abrams David C | | |
| (Last) | (First) | (Middle) |
| 222 BERKELEY STREET, 21ST FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Shares reported herein as beneficially owned by Abrams Capital, LLC ("Abrams Capital") and Abrams Capital Management, L.P. (the "LP") represent shares held for the account of private investment funds, including Abrams Capital Partners II, L.P. ("ACPII"), for which Abrams Capital serves as general partner and the LP serves as investment manager. Abrams Capital Management, LLC (the "LLC") is the general partner of the LP, and Mr. Abrams is the managing member of Abrams Capital and the LLC, and in such capacities the LLC and Mr. Abrams may be deemed beneficial owners of the above-referenced shares. Each Reporting Person disclaims beneficial ownership of the reported shares except to the extent of its or his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

2. Of the shares purchased on January 24, 2017, 1,142,096 may be deemed beneficially owned by ACPII and all of such shares may be deemed beneficially owned by Abrams Capital, the LP, the LLC and Mr. Abrams.

3. As of the January 26, 2017, 18,876,396 of the shares reported herein were held for the account of ACPII and Abrams Capital, the LP, the LLC and Mr. Abrams may be deemed to beneficially own all of such shares.

[/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, 01/26/2017](#)
[the General Partner, by David C. Abrams, Managing Member](#)
[/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member 01/26/2017](#)
[/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member 01/26/2017](#)

/s/ David C. Abrams 01/26/2017

/s/ Abrams Capital Partners II,
L.P., by Abrams Capital LLC, 01/26/2017
the General Partner, by David
C. Abrams, Managing Member

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.