

Och-Ziff Capital Management Group LLC  
Form 8-K  
June 21, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): June 21, 2010**

**OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC**

**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**

**(State or Other Jurisdiction of Incorporation)**

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**001-33805**  
(Commission File Number)

**26-0354783**  
(IRS Employer Identification No.)

**9 West 57<sup>th</sup> Street, New York, New York**  
(Address of Principal Executive Offices)

**10019**  
(Zip Code)

**212-790-0041**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

Och-Ziff Capital Management Group LLC (the Company) announced today that it is changing its historical practice for setting record dates used to determine those holders of the Company's Class A Shares, which represent Class A limited liability company interests of the Company (the Class A Shares), eligible to receive dividend payments. Going forward, the Company intends to announce the record date, ex-dividend date and payment date with respect to any dividend on its Class A Shares on the same date that the Company declares the dividend. As a result of this change, the New York Stock Exchange will set ex-dividend dates in the normal course to precede our dividend record dates generally by two business days, thus avoiding the future use of due bills.

### Forward-Looking Statements

The information contained in this Current Report on Form 8-K may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended that reflect the current views of Och-Ziff Capital Management Group LLC with respect to, among other things, the Company's estimated returns and assets under management, its future events and financial performance, events, strategies and expectations, including but not limited to its ability to increase our assets under management, generate positive returns, preserve capital, identify investment opportunities and enhance the Company's investment platforms. Such forward-looking statements are generally identified by the use of words such as outlook, believe, expect, potential, continue, may, should, could, would, seek, approximately, predict, intend, plan, estimate, anticipate, opportunity, pipeline, comfort, maintain, sustain, achieve or the negative version of those words or other comparable words.

Any forward-looking statements contained in this Current Report on Form 8-K are based upon historical performance of the Company and its subsidiaries and on current plans, estimates and expectations of the Company and its subsidiaries. The inclusion of this or other forward-looking information should not be regarded as a representation by the Company or any other person that the future plans, estimates or expectations contemplated by the Company will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions, including but not limited to global economic, business and market conditions; the conditions impacting the hedge fund industry; the Company's ability to successfully compete for fund investors, professional investment talent and investment opportunities; the Company's successful formulation and execution of its business and growth strategies; the Company's ability to appropriately manage conflicts of interest, and tax and other regulatory factors relevant to the Company's business, as well as assumptions relating to the Company's operations, financial results, financial condition, business prospects, growth strategy and liquidity.

If one or more of these or other risks or uncertainties materialize, or if the Company's assumptions prove to be incorrect, the Company's actual results may vary materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements and risks that are included in the Company's filings with the Securities and Exchange Commission (SEC), including but not limited to the Company's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 4, 2010. Any forward-looking statements contained in this Current Report on Form 8-K are made only as of the date hereof. The Company does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

This Current Report on Form 8-K and the information contained herein does not constitute an offer of any Och-Ziff fund.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC  
(Registrant)

By: /s/ Joel M. Frank  
Joel M. Frank  
Chief Financial Officer,

Senior Chief Operating Officer and

Executive Managing Director

June 21, 2010