

Intrawest Resorts Holdings, Inc.  
Form 3  
January 30, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |  |   |  |
|---|---------|----------|--|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement   | 3. Issuer Name and Ticker or Trading Symbol |  |
| Fortress Investment Group LLC             |         |          | (Month/Day/Year)   | Intrawest Resorts Holdings, Inc. [SNOW]     |  |
| (Last)                                    | (First) | (Middle) | 01/30/2014   |   |  |
| 1345 AVENUE OF THE AMERICAS, A            |         |          | 4. Relationship of Reporting Person(s) to Issuer   |   |  |
| (Street)                                  |         |          | (Check all applicable)   |   |  |
| NEW YORK, A NY A 10105                    |         |          | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   |  |
| (City)                                    | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)   |   |  |
|   |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)   |   |  |
|   |         |          | <input type="checkbox"/> Form filed by One Reporting Person  |   |  |
|   |         |          | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)                                      |
|--|--|---|---|
| Common Stock, par value \$0.01 per share | 41,882,000   | I   | By Intrawest Europe Holdings S.? r.l. and Intrawest S.? r.l. <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
|                  |                 | Title      |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Fortress Investment Group LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                                       | X             | X         |         |       |
| FIG LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105   | X             | X         |         |       |
| Fortress Operating Entity I LP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                                      | X             | X         |         |       |
| FIG Corp.<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105   | X             | X         |         |       |
| Intrawest Cayman GP Ltd.<br>C/O FORTRESS INVESTMENT GROUP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105           | X             | X         |         |       |
| Intrawest Cayman L.P.<br>C/O FORTRESS INVESTMENT GROUP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105              | X             | X         |         |       |
| Intrawest Holdings S.a.r.l.<br>C/O FORTRESS INVESTMENT GROUP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105        | X             | X         |         |       |
| Intrawest S.a.r.l.<br>C/O FORTRESS INVESTMENT GROUP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                 | X             | X         |         |       |
| Intrawest Europe Holdings S.a.r.l.<br>C/O FORTRESS INVESTMENT GROUP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 | X             | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Cameron MacDougall, as Authorized Signatory of Fortress Investment Group LLC      | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of FIG LLC                            | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Fortress Operating Entity I LP     | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of FIG Corp.                          | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Intrawest Cayman GP Ltd.           | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Intrawest Cayman L.P.              | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Intrawest Holdings S.a r.l.        | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Intrawest S.a r.l.                 | 01/30/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Intrawest Europe Holdings S.a r.l. | 01/30/2014 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These shares of Intrawest Resorts Holdings, Inc. common stock are held by Intrawest Europe Holdings S.a r.l. and Intrawest S.a r.l. Intrawest Europe Holdings S.a r.l. directly owns 33,505,600 shares of the common stock and Intrawest S.a r.l. directly owns 8,376,400 shares of the common stock. Intrawest Europe Holdings S.a r.l. owns 100% of Intrawest S.a r.l. Intrawest Cayman L.P. owns 100% of Intrawest Holdings S.a r.l., which owns 100% of Intrawest Europe Holdings S.a r.l. Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D), L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., (continued in footnote 2)

(1) (continued from footnote 1) Fortress Investment Fund IV (Coinvestment Fund D), L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., Fortress Investment Fund IV (Coinvestment Fund G) L.P., Fortress IW Coinvestment Fund IV (Fund A) L.P., Fortress IW Coinvestment Fund IV (Fund B) L.P., Fortress IW Coinvestment Fund IV (Fund C) L.P., Fortress IW Coinvestment Fund IV (Fund D), L.P., and Fortress IW Coinvestment Fund IV (Fund G) L.P. (collectively, the "Funds") collectively own 82.1% of the common units and 88.7% of the Class A Preferred Units of Intrawest Cayman L.P. FIG LLC is the investment manager of each of the Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC and the general partners of each of the Funds. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC. (continued in footnote 3)

(2) (continued from footnote 2) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

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

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