

# FORM 4

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

OMB APPROVAL  
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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 OF SECURITIES

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

<b>1. Name and Address of Reporting Person *</b>  <b>Levin James S</b>  <small>(Last) (First) (Middle)</small>  <b>C/O SCULPTOR CAPITAL MANAGEMENT, 9 WEST 57TH STREET</b>  <small>(Street)</small>  <b>NEW YORK, NY 10019</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Sculptor Capital Management, Inc. [SCU]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/23/2023</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>CIO and CEO</b>  <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)		
<b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/23/2023		A		5108	A	\$0	4082452	D	
Class A Shares								25950	I	Held by Trusts

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Restricted Share Units	(2)	5/23/2023		A		5108		(2)	(2)	Class A Shares	5108	\$0	733184	D	
Class A Restricted Share Units	(4)	5/23/2023		A		686		(2)	(2)	Class A Shares	686	\$0	98461	D	

**Explanation of Responses:**

- (1) The Class A Shares are dividend equivalents accrued on outstanding Class A Restricted Shares granted on January 31, 2022. The Class A Restricted Shares vest, subject to certain limited exceptions, in equal installments on January 1, 2024 and January 1, 2025.
- (2) Each Class A Restricted Share Unit represents a right to receive the cash value of one of the Issuer's Class A Shares upon the vesting date.
- (3) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2022. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on January 1, 2024 and January 1, 2025.
- (4) Each Class A Restricted Share Unit represents, at the election of the administrator of the applicable plan (currently the Issuer's Compensation Committee), a right to receive one of the Issuer's Class A Shares or the cash value thereof, upon the vesting date.
- (5) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2021. The remaining Class A Restricted Share Units vest, subject to certain limited exceptions, on January 1, 2024.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levin James S				

C/O SCULPTOR CAPITAL MANAGEMENT 9 WEST 57TH STREET NEW YORK, NY 10019	X		CIO and CEO	
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**Signatures**

/s/ Wayne N. Cohen, power of attorney for James S. Levin

5/25/2023

<sup>\*\*</sup>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.

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