

# SCULPTOR CAPITAL MANAGEMENT, INC.

Reported by  
**OCH DANIEL**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/13/07 for the Period Ending 11/13/07

|             |  |
|-------------|--|
| Address     | 9 WEST 57TH STREET SUITE 1300<br>NEW YORK, NY, 10019 |
| Telephone   | (212)790-0000  |
| CIK         | 0001403256   |
| Symbol      | SCU  |
| SIC Code    | 6282 - Investment Advice                             |
| Industry    | Investment Management & Fund Operators               |
| Sector      | Financials   |
| Fiscal Year | 12/31  |

## INITIAL STATEMENT OF 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

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person *<br><b>Daniel Och S</b><br><br>(Last) (First) (Middle) | 2. Date of Event Requiring Statement (MM/DD/YYYY)<br><b>11/13/2007</b>  | 3. Issuer Name and Ticker or Trading Symbol<br><b>Och-Ziff Capital Management Group LLC [OZM]</b>  |
| <b>C/O OCH-ZIFF CAPITAL MANAGEMENT, GROUP LLC, 9 WEST 57TH STREET</b><br><br>(Street)           | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director<br><input checked="" type="checkbox"/> Officer (give title below)<br><b>Chief Executive Officer /</b> | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| <b>NEW YORK, NY 10019</b><br><br>(City) (State) (Zip)   | 5. If Amendment, Date Original Filed (MM/DD/YYYY)   |  |

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

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <b>Class B Shares</b> (1)       | <b>186910974</b> (1)                                  | <b>D</b>   |   |
| <b>Class A Share</b> (2)        | <b>1</b> (2)  | <b>D</b>   |   |

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

| 1. Title of Derivate Security (Instr. 4)          | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|----------------------------|--|---|---|
|   | Date Exercisable                                     | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| <b>Och-Ziff Operating Group A Units</b> (3)(4)(5) | (3)(4)(5)  | (3)(4)(5)       | <b>Class A Shares</b>   | <b>186910974</b> (3)(4)(5) | (3)(4)(5)  | <b>I</b>  | <b>See Footnote</b> (3)(4)(5)                         |

**Explanation of Responses:**

- Class B Shares of Och-Ziff Capital Management Group LLC (the "Company") entitle the holder to one vote per share and generally vote together with the Class A Shares of the Company as a single class on matters submitted to a vote of securityholders. Upon the exchange of an Och-Ziff Operating Group A Unit (as described in note 2) for a Class A Share, one Class B Share will be cancelled for no consideration.
- The Reporting Person, as Tax Matters Partner, holds this share pursuant to an agreement between the Company and its Tax Matters Partner whereby the Tax Matters Partner (i) is not permitted to transfer the share except to a successor Tax Matters Partner in connection with the appointment of such Tax Matters Partner and upon no less than 75 days' notice to the Board of Directors of such transfer and (ii) has given a proxy to vote the share to a third party.
- An Och-Ziff Operating Group A Unit consists of one Class A Common Unit of each of OZ Advisors LP, OZ Advisors II LP and OZ Management LP (collectively, the "Operating Group Partnerships"). Pursuant to an exchange agreement, Mr. Och may, subject to the vesting and minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Operating Group Partnerships, exchange Och-Ziff Operating Group A Units for Class A Shares of the Company on a one-for-one basis, subject to exchange rate adjustments for splits, distributions and reclassifications. Exchanges generally may be made as and when approved by an exchange committee during the five-year period following the Company's initial public offering and quarterly thereafter. (Continued in Footnote 4)
- Mr. Och directly owns 84,117,854 Class A Common Units of OZ Advisors LP, 74,764,698 Class A Common Units of OZ Advisors II LP and 74,764,698 Class A Common Units of OZ Management LP. Five trusts, which hold Class A Common Units for the benefit of members of the Och family, collectively hold 23,737,640 Class A Common Units of OZ Advisors LP, 41,867,676 Class A Common Units of OZ Advisors II LP and 41,867,676 Class A Common Units of OZ Management LP. The Och Family 2007 GRAT, a trust which also holds Class A Common Units for the benefit of members of the Och family,

holds 79,055,480 Class A Common Units of OZ Advisors LP, 70,278,600 Class A Common Units of OZ Advisors II LP and 70,278,600 Class A Common Units of OZ Management LP. The foregoing disproportionate interests in the Operating Group Partnerships may only be exchanged for Class A Shares if and when they are combined to form Och-Ziff Operating Group A Units. (Continued in Footnote 5)

- (5) Mr. Och and/or members of his immediate family are trustees or otherwise share investment power with respect to each of the trusts noted above. The Och Family 2007 GRAT has filed this Form 3 jointly with Mr. Och because it holds in excess of 10% of the outstanding Class A Common Units of the Operating Group Partnerships. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Och herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any interests held by trusts and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.

**Remarks:**

Exhibit 24.1 - Power of Attorney of Daniel S. Och

Exhibit 24.2 - Power of Attorney of The Och Family 2007 GRAT

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| <b>Daniel Och S<br/>C/O OCH-ZIFF CAPITAL MANAGEMENT<br/>GROUP LLC, 9 WEST 57TH STREET<br/>NEW YORK, NY 10019</b>           | <b>X</b>      | <b>X</b>  | <b>Chief Executive Officer</b> |       |
| <b>Och Family 2007 GRAT<br/>C/O OCH-ZIFF CAPITAL MANAGEMENT<br/>GROUP LLC, 9 WEST 57TH STREET ,<br/>NEW YORK, NY 10019</b> |               | <b>X</b>  |                                |       |

**Signatures**

/s/ Jeffrey Blockinger, Attorney-in-Fact

11/13/2007

\*\*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 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).

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 control number.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joel Frank and Jeffrey Blockinger, as the undersigned's true

and lawful attorney-in-fact to execute and file on behalf of the undersigned in

the undersigned's capacity as a Director and/or Officer of Och-Ziff Capital Management Group LLC ("Och-Ziff") all necessary and/or required applications, reports, registrations, information, documents and instruments filed or required to be filed by Och-Ziff or me with the Securities and Exchange Commission ("SEC"), any stock exchanges or any governmental official or agency, including without limitation:

- 1) execute and file Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and a Form ID, Uniform Application for Access codes to file on EDGAR;
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or Form ID and timely file such Forms 3, 4, 5 or Form ID, including amendments thereto;
- 3) execute and file Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules thereunder;
- 4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144 and timely file such Form 144;
- 5) execute and file Schedule 13D and Schedule 13G in accordance with all applicable laws;
- 6) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each of the attorneys-in-fact named herein shall have the power to act hereunder with or without the other. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Och-Ziff assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on the date set forth below.

| Signature                                   | Title  | Date              |
|---|--|-------------------|
| /s/ Daniel S. Och<br>-----<br>Daniel S. Och | Chief Executive Officer,<br>Executive Managing Director<br>and Chairman of the Board of<br>Directors | November 13, 2007 |



Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joel Frank and Jeffrey Blockinger, as the undersigned's true and lawful attorney-in-fact to execute and file on behalf of the undersigned in

the undersigned's capacity as a Director and/or Officer of Och-Ziff Capital Management Group LLC ("Och-Ziff") all necessary and/or required applications, reports, registrations, information, documents and instruments filed or required to be filed by Och-Ziff or me with the Securities and Exchange Commission ("SEC"), any stock exchanges or any governmental official or agency, including without limitation:

- 1) execute and file Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and a Form ID, Uniform Application for Access codes to file on EDGAR;
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or Form ID and timely file such Forms 3, 4, 5 or Form ID, including amendments thereto;
- 3) execute and file Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules thereunder;
- 4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144 and timely file such Form 144;
- 5) execute and file Schedules 13D and 13G in accordance with all applicable laws;
- 6) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each of the attorneys-in-fact named herein shall have the power to act hereunder with or without the other. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Och-Ziff assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on the date set forth below.

Signature

Date

The Och Family 2007 GRAT

November 13, 2007

/s/ Daniel S. Och

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Daniel S. Och, as trustee of The Och Family 2007 GRAT

/s/ Jane C. Och

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Jane C. Och, as trustee of The Och Family 2007 GRAT

Signature Page to The Och Family 2007 GRAT Power of Attorney