

# FORM 4

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

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

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

## 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><br><br><b>Levin James S</b><br><br>(Last) (First) (Middle)<br><br><b>C/O SCULPTOR CAPITAL<br/>MANAGEMENT, 9 WEST 57TH<br/>STREET</b><br><br>(Street)<br><br><b>NEW YORK, NY 10019</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Sculptor Capital Management, Inc. [SCU]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>CIO and CEO</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>11/22/2021</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |  |   |

**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 |   |  |   |

**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           | (1)  | 11/22/2021     |                                   | A (2)                     |   | 60   |     | (3)                                     | (3)             | Class A Shares  | 60.0                       | \$0  | 30719  | D  |  |
| Class A Restricted Share Units           | (1)  | 11/22/2021     |                                   | A (2)                     |   | 1838   |     | (4)                                     | (4)             | Class A Shares  | 1838.0                     | \$0  | 127294   | D  |  |
| Class A Restricted Share Units           | (1)  | 11/22/2021     |                                   | A (2)                     |   | 998  |     | (5)                                     | (5)             | Class A Shares  | 998.0                      | \$0  | 488843   | D  |  |
| Class A Restricted Share Units           | (1)  |                |                                   |                           |   |  |     | (5)                                     | (5)             | Class A Shares  | 802.0                      |  | 802  | I  | Held by Trusts (6)                                     |
| Class A Restricted Share Units           | (1)  | 11/22/2021     |                                   | A (2)                     |   | 4039   |     | (7)                                     | (7)             | Class A Shares  | 4039.0                     | \$0  | 279594   | D  |  |

**Explanation of Responses:**

- (1) 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.
- (2) The Class A Restricted Share Units are dividend equivalents accrued on outstanding Class A Restricted Share Units.
- (3) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2019. The remaining Class A Restricted Share Units vest, subject to certain limited exceptions, on January 31, 2022.
- (4) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2020. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on January 1, 2022 and January 1, 2023.
- (5) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on February 16, 2018. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on December 31, 2021 and December 31, 2022.
- (6) The Class A Restricted Share Units listed here are held in trusts. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person herein states that this filing shall not be deemed an admission that he or any trust is the beneficial owner of any such interests, and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.
- (7) The Class A Restricted Share Units relate to Class A Restricted Share Units granted on January 31, 2021. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on January 1, 2022, January 1, 2023 and January 1, 2024.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| <b>Levin James S</b><br><b>C/O SCULPTOR CAPITAL MANAGEMENT</b><br><b>9 WEST 57TH STREET</b><br><b>NEW YORK, NY 10019</b> | <b>X</b>      |           | <b>CIO and CEO</b> |       |

**Signatures**

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

11/24/2021

—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 control number.