

# SCULPTOR CAPITAL MANAGEMENT, INC.

Reported by  
**LEVIN JAMES S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/03/20 for the Period Ending 01/31/20

Address	9 WEST 57TH STREET SUITE 1300 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

# 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

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### 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

1. Name and Address of Reporting Person - *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Levin James S</b>		<b>Sculptor Capital Management, Inc. [SCU]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Investment Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O SCULPTOR CAPITAL MANAGEMENT, 9 WEST 57TH STREET</b>		<b>1/31/2020</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10019</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	1/31/2020		M		26754 (1)	A	\$0 (1)	389207	D	
Class A Shares	1/31/2020		D		14327 (2)	D	\$23.11	374880	D	
Class A Shares								25210	I	Held by Trusts (3)

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

1. Title of Derivative 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	(4)	1/31/2020		A		160822		(5)	(5)	Class A Shares	160822.0	\$0	160822	D	
Class A Restricted Share Units	(4)	1/31/2020		M		26754		(6)	(6)	Class A Shares	26754.0	\$0	53509	D	
Class A Restricted Share Units	(4)							(7)	(7)	Class A Shares	1054.0		1054	I	Held by Trusts (3)
Class A Restricted Share Units	(4)							(7)	(7)	Class A Shares	638472.0		638472	D	

#### Explanation of Responses:

- The transaction reported on this line represents the vesting of Class A Restricted Share Units as presented in Table II below.
- Represents Class A Restricted Share Units settled in cash by the Issuer.
- The shares and 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.
- 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.
- 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 31, 2021, January 31, 2022 and January 31, 2023.
- 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, in equal installments on January 31, 2021 and January 31, 2022.

(7) These 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, 2020, December 31, 2021 and December 31, 2022.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Levin James S</b> <b>C/O SCULPTOR CAPITAL MANAGEMENT</b> <b>9 WEST 57TH STREET</b> <b>NEW YORK, NY 10019</b>			<b>Chief Investment Officer</b>	

**Signatures**

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

2/3/2020

\*\*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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